RESOLUTION NO. 2020-12R

A RESOLUTION OF THE CITY COUNCIL OF IVINS CITY, UTAH (THE "CITY") AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF A MASTER LEASE AGREEMENT, BY AND BETWEEN THE CITY AND THE MUNICIPAL BUILDING AUTHORITY OF IVINS CITY, UTAH (THE "AUTHORITY"); AUTHORIZING THE EXECUTION AND DELIVERY OF A GROUND LEASE AGREEMENT; AUTHORIZING THE ISSUANCE AND SALE BY THE AUTHORITY OF NOT MORE THAN $3,000,000 AGGREGATE PRINCIPAL AMOUNT OF LEASE REVENUE BONDS, SERIES 2020 (THE "BONDS"); AUTHORIZING THE EXECUTION BY THE AUTHORITY OF A MASTER RESOLUTION, SECURITY DOCUMENTS, AND OTHER DOCUMENTS NECESSARY FOR THE ISSUANCE OF THE BONDS; AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY FOR THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION; AND RELATED MATTERS.

WHEREAS, Ivins City, Utah (the "City") is a political subdivision and body politic duly organized and existing under the Constitution and laws of the State of Utah; and

WHEREAS, the City Council (the "Council") of the City has previously authorized and directed the creation of the Municipal Building Authority of Ivins City, Utah (the "Authority"); and

WHEREAS, under the Articles of Incorporation of the Authority (the "Articles"), the objects and purposes for which the Authority has been founded and incorporated include to acquire, improve or extend one or more projects and to finance their costs on behalf of the City in accordance with the procedures and subject to the limitations of the Act (defined below) in order to accomplish the public purposes for which the City exists; and

WHEREAS, pursuant to the provisions of the Local Building Authority Act, Title 17D, Chapter 2, Utah Code Annotated 1953, as amended, and the Local Government Bonding Act, Title 11, Chapter 14, Utah Code Annotated 1953, as amended (collectively, the "Act"), the Governing Board of the Authority has the power to issue its Lease Revenue Bonds, Series 2020 (the "Series 2020 Bonds") (to be issued in one or more series and with such other series or title designation(s) as may be determined by the Authority) for the purpose of (a) financing the construction of a new City hall and all related improvements (the "Project") and (b) paying costs of issuance of the Series 2020 Bonds; and

WHEREAS, there has been presented to the Council at this meeting the form of (a) a Master Resolution (the "Master Resolution"), (b) a Master Lease Agreement (the "Master Lease"), (c) a Leasehold Deed of Trust and Assignment of Rents (the "Deed of Trust"), and (d) a Ground Lease Agreement (the "Ground Lease"); and

WHEREAS, the Authority by its Resolution dated the date hereof (the "Authority Resolution") has or is expected to authorize, approve and direct the execution of the Master Resolution, Master Lease, Deed of Trust and Ground Lease and to authorize the issuance of the Series 2020 Bonds and the financing of the Project; and

WHEREAS, under the Articles, the Authority may not exercise any of its powers without prior authorization by the Council and, therefore, it is necessary that the Council authorize certain actions by the Authority in connection with the transactions contemplated hereby and in connection with the issuance of the Series 2020 Bonds; and

WHEREAS, there has been presented to the Council the Master Resolution, the Master Lease, the Deed of Trust, and the Ground Lease for the purpose of obtaining the approval and authorization of the Council of the terms and provisions thereof and for the purpose of confirming the execution thereof (where required) as the official act of the Council.

NOW, THEREFORE, it is hereby resolved by the City Council of Ivins City, Utah, as follows:

Section 1. The Council hereby finds and determines that it is in the best interests of the City and its residents to authorize the issuance by the Authority of not more than Three Million Dollars ($3,000,000) aggregate principal amount of the Authority's Lease Revenue Bonds, Series 2020, to bear interest at a rate of not to exceed two and one-half percent (2.50%) per annum, to mature in not more than twenty-five (25) years from their date or dates, and to be sold at a price not less than ninety-eight percent (98%) of the total principal amount thereof for the purpose of (a) financing the Project and (b) paying costs of issuance, all pursuant to this resolution (this "Resolution"), the Master Resolution to be entered into at the time of issuance of the Series 2020 Bonds and substantially in the form attached hereto as Exhibit B, the Master Lease substantially in the form attached hereto as Exhibit C, the Deed of Trust, substantially in the form attached hereto as Exhibit D, and the Ground Lease, substantially in the form attached hereto as Exhibit E.

Section 2. The Council hereby authorizes the financing of the Project and the delegation by the Authority to certain officers of the Authority, the ability to set the final terms of the Series 2020 Bonds within the parameters established by the Authority in the Authority Resolution.

Section 3. The Council hereby authorizes and approves the leasing of the site of the Project by the City to the Authority in the manner provided in the Ground Lease, for the leasing of the Project by the Authority to the City in the manner provided in the Master Lease.

Section 4. The Master Resolution, the Master Lease, the Deed of Trust and the Ground Lease, are hereby authorized, approved, and confirmed. The Mayor or Mayor pro tem and the City Recorder of the City are hereby authorized to execute and deliver the Master Lease and the Ground Lease, in substantially the same form and with substantially the same content as the forms presented at this meeting and attached hereto as exhibits for

and on behalf of the City with final terms as may be established for the Series 2020 Bonds by the Authority and with such alterations, changes or additions as may be necessary or as may be authorized by Section 5 hereof. When authorized by the Governing Body of the Authority, the City hereby approves and authorizes the execution and delivery by the Authority of the Master Resolution, the Master Lease, the Deed of Trust and the Ground Lease, in substantially the same form and with substantially the same content as the forms presented at this meeting for and on behalf of the Authority with final terms as may be established for the Series 2020 Bonds by the Authority and with such alterations, changes or additions as may be necessary or as may be authorized by Section 6 hereof.

Section 5. The Mayor or Mayor Pro tem or other appropriate officials of the City are hereby authorized to make any alterations, changes or additions to the Master Lease, the Ground Lease or any other document herein authorized and approved which may be necessary to conform the same to the final terms of the Series 2020 Bonds (within the parameters set by this Resolution), to correct errors or omissions therein, to complete the same, to remove ambiguities therefrom, or to conform the same to other provisions of said instruments, to the provisions of this Resolution or any resolution adopted by the Council or to the provisions of the laws of the State of Utah or the United States.

Section 6. The Chair/President or Vice-Chair/President, or other appropriate officials of the Authority are hereby authorized to make any alterations, changes or additions to the Master Resolution, the Master Lease, the Deed of Trust, the Ground Lease, the Series 2020 Bonds, or any other document herein authorized and approved which may be necessary to conform the same to the final terms of the Series 2020 Bonds (within the parameters set by this Resolution), to correct errors or omissions therein, to complete the same, to remove ambiguities therefrom, or to conform the same to other provisions of said instruments, to the provisions of this Resolution, the Authority Resolution or any resolution adopted by the Authority or to the provisions of the laws of the State of Utah or the United States.

Section 7. The form, terms, and provisions of the Series 2020 Bonds and the provisions for the signatures, authentication, payment, registration, transfer, exchange, redemption, and number shall be as set forth in the Master Resolution. The Chair/President or Vice Chair/President and Secretary-Treasurer of the Authority or City Recorder on behalf of the Secretary-Treasurer are hereby authorized to execute and seal the Series 2020 Bonds and to deliver said Series 2020 Bonds to the State of Utah Permanent Community Impact Fund Board, the purchaser (the "Purchaser"). The signatures of the Chair/President or Vice Chair/President and the Secretary-Treasurer or City Recorder on behalf of the Secretary-Treasurer may be by facsimile or manual execution.

Section 8. Upon their issuance, the Series 2020 Bonds will constitute special limited obligations of the Authority payable solely from and to the extent of the sources set forth in the Series 2020 Bonds and the Master Resolution. No provision of this Resolution, the Master Resolution, the Master Lease, the Deed of Trust, the Ground Lease, the Series 2020 Bonds, or any other instrument, shall be construed as creating a general obligation of the Authority, or of creating a general obligation of the City, the State of Utah or any political subdivision thereof, or as incurring or creating a charge upon the general credit of

the City or its taxing powers. The obligation of the City to pay any rentals and the obligation of the Authority to pay the Series 2020 Bonds will not constitute a general obligation or a debt of the City, the State of Utah or any political subdivision of the State of Utah. The Series 2020 Bonds are not an indebtedness or a liability of the City or the State of Utah. The Authority has no taxing power.

Section 9. The Chair/President or Vice Chair/President or other appropriate officials of the Authority and the Mayor or Mayor Pro tem or other appropriate officials of the City, and each of them, are hereby authorized and directed to execute and deliver for and on behalf of the Authority and the City, respectively, any or all additional certificates, documents and other papers (including, but not limited to, tax compliance procedures and security documents related to the Project) and to perform all other acts they may deem necessary or appropriate in order to implement and carry out the matters authorized in this Resolution and the documents authorized and approved herein.

Section 10. After the Series 2020 Bonds are delivered to the Purchaser, and upon receipt of payment therefor, this Resolution shall be and remain irrepealable until the Series 2020 Bonds are deemed to have been duly discharged in accordance with the terms and provisions of the Master Resolution.

Section 11. The Council hereby expresses its intent that funds of the City or the Authority may be advanced for Project costs and that the Council intends to reimburse such costs from proceeds of the Series 2020 Bonds.

Section 12. All resolutions or parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed and this Resolution shall be in full force and effect immediately upon its approval and adoption.

PASSED BY THE CITY COUNCIL OF IVINS CITY, UTAH, THIS AUGUST 6, 2020.

(SEAL)

By:_____
Mayor

ATTEST AND COUNTERSIGN:

By:_____
City Recorder

(Other business not pertinent to the foregoing appears in the minutes of the meeting.)

Upon the conclusion of all business on the Agenda, the meeting was adjourned.

(SEAL)

_____
Mayor

ATTEST:

_____
City Recorder

STATE OF UTAH)
: ss.
COUNTY OF WASHINGTON)

I, Kari Jimenez, the duly appointed and qualified City Recorder of Ivins City, Utah, (the "City") do hereby certify according to the records of the City Council of the City in my official possession that the foregoing constitutes a true and correct excerpt of the minutes of the meeting of said Council held on August 6, 2020, including a resolution (the "Resolution") adopted at said meeting as said minutes and Resolution are officially of record in my possession. I further certify that the Resolution was deposited in my office on August 6, 2020.

IN WITNESS WHEREOF, I have hereunto subscribed my signature and impressed hereon the official seal of said City, this August 6, 2020.

_____
City Recorder

(SEAL)

EXHIBIT A

CERTIFICATE OF COMPLIANCE WITH
OPEN MEETING LAW

I, Kari Jimenez, the undersigned City Recorder of Ivins City, Utah (the "City") do hereby certify, according to the records of the City in my official possession, and upon my own knowledge and belief, that in accordance with the requirements of Section 52-4-202, Utah Code Annotated, 1953, as amended, I gave not less than twenty-four (24) hours public notice of the agenda, date, time and place of the August 6, 2020, public meeting held by the City Council as follows:

(a) By causing a Notice, in the form attached hereto as Schedule 1, to be posted at the principal offices of the City on August ___, 2020, 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 Spectrum, on August _____, 2020, at least twenty-four (24) hours prior to the convening of the meeting; and

(c) By causing a copy of such Notice 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 City Council (attached hereto as Schedule 2) was given specifying the date, time and place of the regular meetings of the City Council to be held during the year, by causing said Notice to be (i) posted on _____, at the principal office of the City, (ii) provided to at least one newspaper of general circulation within the geographic jurisdiction of the City on _____, and (iii) published on the Utah Public Notice Website (http://pmn.utah.gov) during the current calendar year.

IN WITNESS WHEREOF, I have hereunto subscribed my official signature this August 6, 2020.

_____
City Recorder

(SEAL)

SCHEDULE 1

NOTICE OF MEETING

SCHEDULE 2

ANNUAL MEETING SCHEDULE

EXHIBIT B

FORM OF MASTER RESOLUTION

EXHIBIT C

FORM OF MASTER LEASE

EXHIBIT D

FORM OF DEED OF TRUST

EXHIBIT E

FORM OF GROUND LEASE