FIRST AMENDMENT TO GOVERNING DOCUMENT

FOR

BLACK DESERT PUBLIC INFRASTRUCTURE DISTRICT

IN IVINS CITY, WASHINGTON COUNTY, UTAH

Approved by the City: June 2, 2022

Approved by the District: June __, 2022

Amending the Governing Document

Approved on July 15, 2022

FIRST AMENDMENT TO GOVERNING DOCUMENT

This FIRST AMENDMENT TO GOVERNING DOCUMENT, dated as of [Effective Date], 2022 (the "First Amendment"), amends and supplements the Governing Document for the Black Desert Public Infrastructure District (the "District") approved by the City Council of Ivins City, Utah (the "City") on July 15, 2021 (the "Original Governing Document"). This First Amendment shall become effective upon passage of a resolutions of the City and the District approving this First Amendment, in accordance with the provisions of the Original Governing Document.

I. Purpose and Intent of First Amendment

The purpose of this First Amendment is to authorize the District to issue C-PACE Bonds (defined herein) as permitted by the PID Act, pursuant to and for the purposes outlined in the C-PACE Act (defined herein) within the boundaries of the District.

II. Definitions

A. Amended Definitions. The following definitions contained in the Original Governing Document are hereby amended to read as follows:

Assessment: means (i) assessments levied in an assessment area created within the District and (ii) C-PACE Assessments.

Governing Document: means this Governing Document for the District approved by the City Council, as the same may be amended or supplemented from time to time in accordance with the terms hereof.

B. Additional Definitions. The Original Governing Document is hereby amended to include the following definitions:

C-PACE Act: means title 11, Chapter 42a of the Utah Code, as amended from time to time.

C-PACE Bonds: means bonds, loans, notes, or other structures, financings, or obligations of the District issued pursuant to the C-PACE Act, including refunding C-PACE Bonds.

C-PACE Assessments: means assessments levied under the C-PACE Act.

III. Exemptions for C-PACE Bonds.

The following provisions of the Governing Document shall not apply to C-PACE Bonds issued in accordance with the provisions of the C-PACE Act:

A. Improvements. The restrictions on funding of improvements outlined in V.A.1 of the Governing Document shall not apply to C-PACE Bonds or proceeds of C-PACE Bonds.

B. Debt Issuance Limitation. The Debt issuance limitation contained in V.A.9 and VIII.A. of the Governing Document shall not apply to C-PACE Bonds. For the avoidance of doubt, there is no limit to the amount of C-PACE Bonds the District may issue so long as such issuance is in accordance with the provisions of the C-PACE Act.

IV. Effective Date; First Amendment Construed with Governing Document

This First Amendment shall become effective immediately upon adoption of resolutions of the City Council and the Board, each approving such First Amendment. All of the provisions of this First Amendment supplement and amend the Governing Document, and shall be deemed to be, and shall be construed as, part of the Governing Document to the same extent as if fully set forth therein.

FIRST AMENDMENT TO INTERLOCAL AGREEMENT BETWEEN

IVINS CITY, UTAH
AND
BLACK DESERT PUBLIC INFRASTRUCTURE DISTRICT

THIS FIRST AMENDMENT is made and entered into as of this ___ day of June, 2022, and amends that Interlocal Agreement by and between the Ivins City, Utah, a municipal corporation ("City"), and Black Desert Public Infrastructure District, a political subdivision of the State of Utah (the "District") dated July 15, 2021 (the "Interlocal Agreement"). The City and the District are collectively referred to as the Parties.

RECITALS

WHEREAS, the District was organized to provide to exercise powers as are more specifically set forth in the District's Governing Document approved by the City on July 15, 2021 ("Governing Document"); and

WHEREAS, the City and the District desire to amend the Governing Document and the Interlocal Agreement to authorize the District to issue bonds and other forms of debt and financings (together, "C-PACE Bonds") pursuant to and for the purposes outlined in the Commercial Property Assessed Clean Energy Act, Title 42, Chapter 42a, Utah Code (the "C-PACE Act"), to exempt such C-PACE Bonds from certain limitations of the Governing Document, and make additional changes in connection therewith; and

WHEREAS, pursuant to the PID Act, a District is permitted to issue bonds under the C-PACE Act; and

WHEREAS, the City and the District have determined it to be in the best interests of their respective taxpayers, residents and property owners to enter into this First Amendment to Interlocal Agreement ("Amendment").

NOW, THEREFORE, in consideration of the covenants and mutual agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereto agree as follows:

1. Defined Terms. Capitalized terms used in the Interlocal Agreement and herein and not otherwise defined shall have the meanings ascribed to them in the Governing Document, as may be amended from time to time (including as amended herewith).

2. Exemptions for C-PACE Bonds. The following provisions of the Interlocal Agreement shall not apply to C-PACE Bonds issued in accordance with the provisions of the C-PACE Act:

(a) Improvements. The restrictions on funding of improvements outlined in Section 6 of the Interlocal Agreement shall not apply to C-PACE Bonds or proceeds of C-PACE Bonds.

(b) Debt Issuance Limitation. The Debt issuance limitation contained in Section 8 of the Interlocal Agreement shall not apply to C-PACE Bonds. For the avoidance of doubt, there is no limit to the amount of C-PACE Bonds the District may issue so long as such issuance is in accordance with the provisions of the C-PACE Act.

3. Effective Date. These amendments shall become effective upon the execution hereof.

[SIGNATURE PAGE TO FIRST AMENDMENT TO INTERLOCAL AGREEMENT]

BLACK DESERT PUBLIC
INFRASTRUCTURE DISTRICT

By: _____
Chair

Attest:

_____
Secretary

IVINS, UTAH

By: _____
Mayor

Attest:

By: _____
Its: _____

APPROVED AS TO FORM: _____