**WEBER-BOX ELDER CONSERVATION DISTRICT**

**authorizing resolution**

**JUNE 13, 2017**

A RESOLUTION of the Weber-Box Elder Conservation District, Utah (the “District”), authorizing the District's Tax Anticipation Note, Series 2017 (the “Note”) in the principal amount of $1,900,000 for the purpose of meeting the current expenses of the District; ratifying actions heretofore taken; and providing for related matters.

WHEREAS a report has been made by the Chair of the Board of Trustees (the “Board”) of the Weber-Box Elder Conservation District, Utah (the “District”) that it is necessary to raise the sum of One Million Nine Hundred Thousand Dollars ($1,900,000) for the purpose of meeting the current and necessary expenses of the District and for any other purpose, including costs of issuance, for which funds of the District may be legally expended during the fiscal year beginning January 1, 2017 (the “Fiscal Year”), until the taxes for the Fiscal Year are collected, and that such sum can be raised without incurring any indebtedness or liability, provided that such amount does not exceed (a) seventy-five percent (75%) of the tax and other revenues of the District for the fiscal year ending December 31, 2016; (b) ninety percent (90%) of the tax and other revenues of the District estimated to be received for the current Fiscal Year, or (c) any limit of debt imposed by the Constitution or statutes of the State of Utah; and

WHEREAS Bank of Utah (the “Purchaser”), has offered to purchase the District's Tax Anticipation Note, Series 2017 (the “Note”) at the price specified herein, the Note to bear interest at the rate specified herein and to mature on December 31, 2017; and

WHEREAS in the opinion of the Board, it is in the best interests of the District that such offer be accepted and the sale of the Note to the Purchaser be authorized, ratified and confirmed.

NOW, THEREFORE, be it and it is hereby resolved by the Weber-Box Elder Conservation District, State of Utah, as follows:

1. The Note is authorized to be issued in the principal amount of $1,900,000 for the purpose of meeting the current and necessary expenses of the District and for any other purpose, including costs of issuance, for which funds of the District may be legally expended during the Fiscal Year. The Note shall be known as the “Weber-Box Elder Conservation District, Utah Tax Anticipation Note, Series 2017”, shall be dated the date of its issuance and delivery, shall bear interest (calculated on the basis of a year of 360 days consisting of twelve 30-day months) at the rate of one and two hundredths percent (1.2%) per annum from its date until paid, payable at maturity, shall mature on December 31, 2017, and shall be issued as a single, fully-registered note in the principal amount thereof. The Note shall not be subject to call and redemption prior to maturity, except in the event the issuance of the Note is challenged in court or by referendum, in which case as a matter of extraordinary redemption, the Note may be called. At maturity, both principal of and interest on the Note shall be payable by wire transfer in lawful money of the United States of America to (a) the Purchaser, if the Purchaser is at that time the registered owner thereof, or (b) the registered owner thereof.

The Note shall be signed by the Chair of the Board and attested and countersigned by the Secretary of the District and shall have the official seal of the District impressed thereon. The Chair of the Board is hereby empowered and directed to sign, and the Secretary to attest and countersign, the Note and to cause the official seal of the District to be impressed thereon. The acts of the Chair and the Secretary in so doing are and shall be the acts and deeds of the District.

The District agrees to furnish all necessary documents and information required by note counsel with respect to the issuance, sale and delivery of the Note.

1. (a) The Secretary of the District is hereby appointed the paying agent and note registrar for the Note (respectively, the “Paying Agent” and “Note Registrar”).

(b) (i) The Note may, in accordance with its terms, be transferred, upon the registration books kept by the Note Registrar pursuant to Section 2(c) hereof, by the registered owner thereof as shown in the registration books of the District kept by the Note Registrar (the “Owner”), in person or by such Owner's duly authorized attorney, upon surrender of the Note for cancellation, accompanied by delivery of a duly executed written instrument of transfer in a form approved by the Note Registrar. No transfer shall be effective until entered on the registration books kept by the Note Registrar. The District, the Note Registrar and the Paying Agent may treat and consider the Owner as the holder and absolute owner of the Note for the purpose of receiving payment of, or on account of, the principal thereof and interest due thereon and for all other purposes whatsoever.

(ii) Whenever any Note shall be surrendered for transfer, the Note Registrar shall deliver a new fully registered Note duly executed by the District, for a like aggregate principal amount. The Note Registrar shall require the payment by the Owner requesting such transfer of any tax or other governmental charge required to be paid with respect to such transfer.

(c) This Resolution shall constitute a system of registration within the meaning and for all purposes of the Registered Public Obligations Act, Chapter 7 of Title 15, Utah Code Annotated 1953, as amended. The Note Registrar shall keep or cause to be kept, at its office, sufficient books for the registration and transfer of the Note, which shall at all times be open to inspection by the District; and, upon presentation for such purpose, the Note Registrar shall, under such reasonable regulations as it may prescribe, register or transfer or cause to be registered or transferred, on said books, any Note as herein provided.

(d) The Note Registrar shall maintain a list of the names and addresses of the Owner(s) of the Note and upon any transfer shall add the name and address of the new Owner and eliminate the name and address of the transferor Owner.

1. The Note shall be issued in substantially the form of EXHIBIT A attached hereto and incorporated herein by this reference.
2. All of the covenants, statements, representations, agreements and promises contained in the Note and all recitals and representations in this Resolution shall be, and the same are hereby, adopted as the covenants, statements, agreements and promises of the District.
3. The proceeds derived from the sale of the Note shall be allocated to the general fund of the District (the “Fund”) to alleviate anticipated deficits therein arising from the timing of collection of tax and other revenues for the Fiscal Year for the Fund and shall be used solely for the purpose of meeting the expenses of the maintenance and operation of the District during the Fiscal Year and meeting other current expenses of the District payable from the Fund. The Owner of the Note shall not be responsible for the application of the proceeds thereof by the District or the Board or any of its officers.
4. The District shall levy or cause to be levied for the Fiscal Year a sufficient tax, and there shall be levied and collected sufficient revenues other than taxes, to pay, after payment of any expenses of the District other than those paid from proceeds of the Note, the principal of and interest on the Note as the same fall due. The Note is issued in anticipation of the payment of such taxes allocated to the Fund and the collection of such revenues for the Fiscal Year. No expenditures shall be made from such tax and revenues if such expenditures shall be reasonably expected to cause the District to fail to pay principal of and interest on the Note when due.
5. There is hereby irrevocably appropriated from the first collection of tax and other revenues for the Fiscal Year a sufficient fund to pay the principal of and interest on the Note as the same fall due, and all expenses in connection with the levy and collection of such taxes and other revenues to pay the Note and all other charges incident thereto or connected therewith.
6. (a) The Note authorized to be issued herein is hereby sold to the Purchaser at a purchase price equal to 100% of the principal amount thereof. Upon initial issuance, the Note shall be registered in the registration books kept by the Note Registrar in the name of the Purchaser.

(b) The Chair of the Board and the Secretary are, and each of them is, hereby authorized to do or perform all such acts and to execute all such certificates, documents and other instruments as may be necessary or advisable to comply with the contract pursuant to which the Purchaser has agreed to purchase the Note and to carry out the transactions contemplated thereby; and the Chair and the Secretary are, and each of them is, hereby authorized and directed to sign, seal, execute, deliver and issue the Note to the Purchaser, upon receipt of the purchase price therefor, as specified in the preambles hereto.

1. (a) The Chair of the Board, the Secretary and other appropriate officials of the District are each hereby authorized and directed to execute such certificates and agreements as shall be necessary to establish that the Note is not an “arbitrage bond” within the meaning of Section 148 of the Code, and the Treasury Regulations (26 CFR Part I) issued or proposed under Section 103, Section 148 or Section 149 of the Code, or other sections of the Code relating to “arbitrage bonds” or rebate, including amendments thereto or successor provisions (the “Regulations”), and to establish that interest on the Note is not and will not be includible in gross income of the Owners thereof for federal income tax purposes. The District covenants and certifies to and for the benefit of the Owners from time to time of the Note that (i) it will at all times comply with the provisions of any certificates or agreements made or entered into hereunder and (ii) no use will be made of the proceeds of the issue and sale of the Note, or any funds or accounts of the District that may be deemed to be available proceeds of the Note, pursuant to Section 148 of the Code and the Regulations proposed or promulgated thereunder, which use, if it had been reasonably expected on the date of issuance of the Note, would have caused the Note to be classified as “arbitrage bonds” within the meaning of Section 148 of the Code. Pursuant to this covenant, the District obligates itself to comply throughout the term of the Note with the requirements of Section 148 of the Code and the Regulations proposed or promulgated thereunder.

(b) The District further covenants and agrees to and for the benefit of the Owners from time to time of the Note that the District (i) will not take any action that would cause interest on the Note to be or to become ineligible for the exclusion from gross income of the Owners of the Note as provided in Section 103 of the Code, (ii) will not omit to take or cause to be taken in timely manner any action, which omission would cause interest on the Note to be or to become ineligible for the exclusion from gross income of the Owners of the Note as provided in Section 103 of the Code and (iii), without limiting the generality of the foregoing, (A) will not take any action that would cause the Note to be a “private activity bond” within the meaning of Section 141 of the Code or the Regulations or to fail to meet any applicable requirement of Section 149 of the Code or the Regulations and (B) will not omit to take or cause to be taken in timely manner any action, which omission would cause the Note to be a “private activity bond” or to fail to meet any applicable requirement of Section 149 of the Code or the Regulations. The Chair of the Board, the Secretary and other appropriate officials of the District are each hereby authorized and directed to execute such certificates, representations and agreements as shall be necessary to establish that the Note is not and will not become a “private activity bond,” that all applicable requirements of Section 149 of the Code are and will be met and that the covenants of the District contained in this Section 9 will be complied with.

(c) The District hereby covenants to take or cause to be taken such actions as shall be necessary to comply with the arbitrage rebate requirement imposed by Section 148(f) of the Code to preserve and maintain the excludability of interest on the Note from gross income of the Owners thereof for federal income tax purposes and shall take such actions as are appropriate under the tax certificate relating to the Note delivered on the date of original issuance thereof.

(d) The District hereby designates the Note as a “qualified tax-exempt obligation” for the purposes and within the meaning of Section 265(b)(3) of the Code. The District hereby certifies that the Note in the aggregate principal amount of $1,900,000 is the only bond or similar obligation of the District issued in calendar year 2017 for which a designation as “qualified tax exempt obligations” has been made. The District reasonably anticipates that the total amount of bonds and other obligations to be issued by the District (and any entity issuing bonds or other obligations on behalf of the District) in 2017, including the Note, does not exceed $10,000,000.

1. All proceedings, resolutions and actions of the District and its officers and agents taken in connection with the sale and issuance of the Note are hereby ratified, confirmed and approved, including all proceedings, resolutions and actions authorizing publication of the Notice of Notes to be Issued.
2. All capitalized terms defined in the preambles to this Resolution shall have the same meaning when used in this Resolution.
3. All resolutions and orders or parts thereof in conflict with the provisions hereof are to the extent of such conflict hereby repealed.
4. The Secretary of the District is hereby directed to complete the Record of Proceedings attached hereto to officially record the proceedings at which this Resolution was adopted.
5. This Resolution shall become effective immediately upon its adoption.

Adopted and Approved this June 13, 2017.

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Chair, Board of Trustees,

Weber-Box Elder Conservation District, Utah

(SEAL)

Attest and Countersign:

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Secretary,

Weber-Box Elder Conservation District, Utah