

Monticello, San Juan County, Utah

June 18, 2019

The Board of Commissioners of San Juan County, State of Utah, (the "Board") met in regular session at the Commission Chambers in the County Courthouse, 117 South Main, Monticello, Utah, at 11:00 o'clock a.m. on Tuesday, the 18th day of June, 2019, with the following members of the Board present:

Kenneth Maryboy	Chairman
Willie Grayeyes	Member
Bruce Adams	Member

Also present:

John Nielson	County Clerk
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Absent:

After the minutes of the preceding meeting had been duly read and approved, the County Clerk presented to the Board an affidavit evidencing the giving of not less than 24 hours public notice of the agenda, date, time and place of the June 18, 2019, Regular Meeting of the Board in compliance with the requirements of §52-4-202, et. seq., Utah Code Annotated, 1953, the Utah Open Meeting Act, by (1) posting written notice of the meeting at the principal office of the County; and (2) providing notice to at least one (1) newspaper of general circulation within the geographic jurisdiction of the County and the area to be included within the proposed district, or to a local media correspondent. The affidavit was ordered recorded in the minutes of the meeting and is as follows:

STATE OF UTAH)
 :
COUNTY OF SAN JUAN)

I, JOHN NIELSON, the undersigned, the duly appointed, qualified and acting County Clerk of San Juan County, State of Utah and the Board of Commissioners thereof, do hereby certify, according to the records of the County in my official possession and upon my own knowledge and belief, that in accordance with the requirements of Section 52-4-202(1), Utah Code Annotated, 1953, as amended, I gave not less than 24 hours public notice of the agenda, date, time and place of the June 18, 2019, General Public Meeting held by the Board of said County, by:

(a) causing a Notice of Regular Meeting to be posted at the principal office of the Board at the County Courthouse in Monticello, Utah, on June 17, 2019, at least 24 hours before the convening of the meeting, in the form attached hereto as Exhibit A; said Notice of Regular Meeting having continuously remained so posted and available for public inspection during the regular office hours of the Board until the convening of the meeting; and

(b) causing a copy of the Notice of Regular Meeting in the form attached hereto as Exhibit A to be provided on June 17, 2019, at least 24 hours before the convening of the meeting to the San Juan Record, Monticello, Utah, a newspaper of general circulation within the geographic jurisdiction of the County and to each local media correspondent, newspaper, radio station or television station which has requested notification of meetings of the Board.

IN WITNESS WHEREOF, I have hereunto subscribed my official signature and impressed or imprinted hereon the official seal of the County, this 18th day of June, 2019.

SAN JUAN COUNTY

By _____
County Clerk

[SEAL]

EXHIBIT A

[Attach Notice of Public Meeting Here]

NOTICE AND AGENDA OF REGULAR MEETING

* * * * *

PLEASE TAKE NOTICE that the Board of Commissioners of San Juan County, State of Utah, will hold a Regular Meeting on Tuesday, the 18th day of June, 2019, at its regular meeting place, the Commission Chambers, County Courthouse, Monticello, Utah, at the hour of 11:00 o'clock a.m.

The Agenda for the meeting consists, in part, of the following:

- (1) Consideration and adoption of a Resolution authorizing an annually renewable Lease, a Master Resolution, Security Documents and the issuance and sale by the Authority of its Local Building Authority of San Juan County, Utah Lease Revenue Bond, Series 2019 to finance the cost of acquisition, construction, furnishing or leasing a road department shop and related facilities; and authorizing the taking of all other actions necessary to the consummation of the transactions contemplated; and
- (2) Any other business that may come before said meeting.

DATED this 17th day of June, 2019.

SAN JUAN COUNTY

By _____
County Clerk

Thereupon, after the conduct of other business not pertinent to the following, the following Resolution was introduced, in written form by the Chairman and, pursuant to motion duly made by _____ and seconded by _____, was adopted by the following vote:

AYE: Kenneth Maryboy
Willie Grayeyes
Bruce Adams

Nay: None.

This Resolution was thereupon signed by the Chairman, was attested and countersigned by the County Clerk and was ordered recorded in the official record of the County.

The Resolution is as follows:

RESOLUTION NO. _____

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF SAN JUAN COUNTY, UTAH AUTHORIZING AND APPROVING THE EXECUTION OF AN ANNUALLY RENEWABLE LEASE AGREEMENT BY AND BETWEEN THE COUNTY AND THE LOCAL BUILDING AUTHORITY OF SAN JUAN COUNTY, UTAH (THE “AUTHORITY”); AUTHORIZING THE ISSUANCE AND SALE BY THE AUTHORITY OF ITS LEASE REVENUE BONDS, SERIES 2019; AUTHORIZING THE EXECUTION OF A MASTER RESOLUTION, SECURITY DOCUMENTS, AND OTHER DOCUMENTS REQUIRED IN CONNECTION THEREWITH; AUTHORIZING THE FINANCING OF THE COST OF CONSTRUCTING A ROAD DEPARTMENT SHOP AND RELATED FACILITIES; AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION; AND RELATED MATTERS.

WHEREAS, San Juan County, Utah (the “County”) is a political subdivision and politic duly and regularly created, established, organized and existing under and by virtue of the Constitution and laws of the State of Utah; and

WHEREAS, the County has previously authorized and directed the creation of the Local Building Authority of San Juan County (the “Authority”) pursuant to the provisions of a Resolution adopted on February 6, 2012 (the “Creating Resolution”); and

WHEREAS, pursuant to the direction of the Board of Commissioners contained in the Creating Resolution, the Authority has been duly and regularly created, established, and is organized and existing as a nonprofit corporation under and by virtue of the provisions of the Constitution and laws of the State of Utah, including, in particular, the provisions of the Utah

Revised Nonprofit Corporation Act, Title 16, Chapter 6a, Utah Code Annotated 1953, as amended, and the Utah Local Building Authority Act, Title 17D, Chapter 2, Utah Code Annotated 1953, as amended (collectively, the “Act”); 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 are to acquire, improve or extend one or more projects and to finance their costs on behalf of the County in accordance with the procedures and subject to the limitations of the Act in order to accomplish the public purpose for which the County exists; and

WHEREAS, the County desires to lease, as lessee on an annually renewable basis, the road department shop and related improvements (the “Project”) to be used by the County in the performance of its public purposes; and

WHEREAS, the Authority desires to lease the Project, as lessor, on an annually renewable basis, to the County as lessee; and

WHEREAS, the Project is to be leased to the County, as lessee, on an annually renewable basis by the Authority, as lessor, pursuant to the terms and provisions of that certain Lease Agreement, in substantially the form presented to this meeting and attached hereto as Exhibit “A” (the “Lease”) and herein authorized and approved; and

WHEREAS, the Authority proposes to finance the costs of acquiring and constructing the Project, by means of the issuance of its Lease Revenue Bonds, Series 2019 in the principal amount of not to exceed \$1,500,000 (the “Series 2019 Bonds”) to be issued pursuant to the terms and provisions of a Master Resolution (the “Master Resolution”), in substantially the form presented to this meeting and attached hereto as Exhibit “B” and herein authorized and approved; and

WHEREAS, the Authority proposes to issue the Series 2019 Bonds pursuant to the Master Resolution, and to secure its payment obligations under the Series 2019 Bonds by executing a Deed of Trust, Assignment of Rents and Security Agreement and financing statements with respect to the Project in substantially the forms presented to this meeting and attached hereto as Exhibit “C” (the “Security Documents”) for the benefit of the holders of the Series 2019 Bonds; and

WHEREAS, the Series 2019 Bonds shall be payable solely from the rents, revenues and other income derived by the Authority from the leasing of the Project to the County on an annually renewable basis, and shall not constitute or give rise to an obligation or liability of the County or constitute a charge against its general credit or taxing power; and

WHEREAS, the County desires to improve and promote the local health and general welfare of the citizens of the County by entering into the Lease; and

WHEREAS, the State of Utah Permanent Community Impact Fund Board (the “Purchaser”) has offered to purchase the Series 2019 Bonds and the Authority desires to sell the Series 2019 Bonds; and

WHEREAS, under the Articles, the Authority may not exercise any of its powers without prior authorization by the governing body of the County and, therefore, it is necessary that the County authorize certain actions by the Authority in connection with the transactions contemplated by the Lease, the Master Resolution, the Series 2019 Bonds and the Security Documents; and

WHEREAS, the Chairman and other officials of the County have presented the Lease, the Master Resolution, and Security Documents to the County Commissioners for the purpose of obtaining the approval of the County Commissioners of the terms and provisions thereof and for the purpose of confirming the execution thereof as the official act of the County Commissioners; and

WHEREAS, in order to allow for flexibility in setting the financial terms of the Series 2019 Bonds once costs of the Project are finally determined and to optimize debt service costs to the Authority, the County Commissioners desires to grant to the President of the Authority, in accordance with state law, the authority to approve the interest rates, principal amounts, terms maturities, redemption features and purchase price at which the Series 2019 Bonds shall be sold and any changes with this Resolution, provided that such terms do not exceed the parameters set forth for such terms in Section 5 of this Resolution;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF SAN JUAN COUNTY, UTAH AS FOLLOWS:

Section 1. All action heretofore taken (not inconsistent with the provisions of this Resolution or the Creating Resolution) by the County Commissioners and by the officers of the County directed toward the creation and establishment of the Authority and the leasing of the Project by the County are hereby ratified, approved and confirmed.

Section 2. The Board of Commissioners finds and determines, pursuant to the Constitution and laws of the State of Utah, that the leasing of the Project under the terms and provisions and for the purposes set forth in the Lease and other documents, instruments and conveyances hereinafter approved and authorized, is necessary, convenient and in furtherance of the governmental and proprietary purposes of the County and is in the best interest of the citizens of the County, the leasing of the Project to the County by the Authority in the manner provided in the Lease, and the delivery of the Security Documents.

Section 3. The Lease, in the form presented to this meeting and attached hereto as Exhibit “A”, is in all respects approved, authorized and confirmed and the Chairman is authorized to approve the final terms thereof and to execute and deliver the Lease in the form and with substantially the same content as set forth in Exhibit “A” for and on behalf of the County. The designated officials of the Authority are authorized to approve the final terms and

to execute the Lease on behalf of the Authority in the form and with substantially the same content as set forth in Exhibit “A” for and on behalf of the Authority.

Section 4. The designated officials of the Authority are authorized to execute and deliver the Master Resolution in the form and with substantially the same content as set forth in Exhibit “B”, for and on behalf of the Authority.

Section 5. The Authority is authorized to issue the Series 2019 Bonds in the aggregate principal amount of not to exceed \$1,500,000. The Bonds shall be dated, shall bear interest, shall be issued as fully registered bonds, and shall mature as provided in the Master Resolution.

The President and Secretary of the Authority is hereby authorized on behalf of the Authority, to award the sale of the Series 2019 Bonds to the Purchaser.

The form, terms and provisions of the Series 2019 Bonds and the provisions for the signatures, authentication, payment, registration, transfer, exchange, redemption and number shall be as set forth in the Master Resolution in the form to be executed by the Authority. The Series 2019 Bonds shall mature prior to the expiration of the estimated useful life of the Project. The President of the Authority is hereby authorized to execute the Series 2019 Bonds, to place thereon the seal of the Authority and to deliver the Series 2019 Bonds to the Purchaser. The Secretary of the Governing Board of the Authority is authorized to attest to the signature of the President and affix the seal of the Authority to the Series 2019 Bonds and to authenticate the Series 2019 Bonds. The signatures of the President and the Secretary of the Governing Board of the Authority may be by facsimile or manual execution.

Section 6. The designated officers of the Authority are authorized to take all action necessary or reasonably required to carry out, give effect to and consummate the transaction as contemplated hereby, including, without limitation, the execution and delivery of any closing documents required to be delivered in connection with the sale and delivery of the Series 2019 Bonds.

Section 7. Upon their issuance, the Series 2019 Bonds will constitute regular limited obligations of the Authority payable solely from and to the extent of the sources set forth in the Series 2019 Bonds and the Master Resolution. No provision of this resolution, the Lease, the Master Resolution, the Security Documents, the Series 2019 Bonds, or any other instrument, shall be construed as creating a general obligation of the County, or as incurring or creating a charge upon the general credit of the Authority or of creating a general obligation of the County or against its taxing powers. The County shall have no power to pay out of its funds, revenues, or accounts, or otherwise contribute any part of the cost of making any payment in respect of the Series 2019 Bonds, except in connection with the payment of the Base Rentals, Additional Rentals, and Purchase Option Price, pursuant to the Lease (as those terms are defined in the Lease), which may be terminated by the County on any annual renewal date thereof in accordance with the provisions of such Lease.

Section 8. The Chairman is hereby authorized to make any alterations, changes or additions in the Lease herein approved and authorized necessary to correct errors or omissions therein, to remove ambiguities therefrom, or to conform the same to other provisions of such instruments, to the provisions of this Resolution or the provisions of the laws of the State of Utah or the United States.

Section 9. The designated officials of the Authority are authorized to make any alterations, changes or additions in the Lease, the Master Resolution and the Security Documents herein authorized and approved which may be necessary which may be necessary to correct errors or omissions therein, to remove ambiguities therefrom, to conform the same to other provisions of said instruments, to the provisions of this Resolution, the County Resolution, the Creating Resolution or any resolution adopted by the County or the Authority, or the provisions of the laws of the State of Utah or the United States.

Section 10. If any provisions of this Resolution (including the exhibits attached hereto) should be held invalid, the invalidity of such provisions shall not affect any of the other provisions of this Resolution or the exhibits.

Section 11. The County Clerk of the County is hereby authorized to attest to all signatures and acts of any proper official of the County, and to place the seal of the County Clerk on the Lease. The Chairman and other proper officials of the County and each of them, are hereby authorized to execute and deliver for and on behalf of the County any and all additional certificates, documents and other papers to perform all other acts they may deem necessary or appropriate in order to implement and carry out the matters authorized.

Section 12. The Secretary of the Authority is hereby authorized to attest to all signatures and acts of any proper official of the Authority, and to place the seal of the Authority on the Lease, the Master Resolution, the Security Documents, the Series 2019 Bonds, and any other documents authorized, necessary or proper pursuant to this Resolution or any resolution of the Authority. The designated officials of the Authority, and each of them, are hereby authorized to execute and deliver for and on behalf of the Authority any and all additional certificates, documents and other papers 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 any resolution of the Authority.

Section 13. All regulations, orders and resolutions of the County or parts thereof inconsistent herewith are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed as reviving any regulation, order, resolution or ordinance or part thereof.

Section 14. This Resolution shall become effective immediately upon adoption by the Board of Commissioners.

PASSED AND APPROVED this 18th day of June, 2019.

SAN JUAN COUNTY

By _____
Chairman

ATTEST AND COUNTERSIGN:

By _____
County Clerk

[SEAL]

After the conduct of other business not pertinent to the foregoing, it was moved and carried that the Board of Commissioners adjourn.

SAN JUAN COUNTY

By _____
Chairman

ATTEST:

By _____
County Clerk

[SEAL]

STATE OF UTAH)
 : SS.
COUNTY OF SAN JUAN)

I, JOHN NIELSON, hereby certify that I am the duly appointed, qualified and acting County Clerk of San Juan County, State of Utah.

I further certify that the above and foregoing instruments constitutes a true and correct copy of the minutes of a regular meeting of the Board of Commissioners of said County, including a Resolution adopted at said meeting held on June 18, 2019, as said minutes and Resolution are officially of record in my possession, and that a copy of the said Resolution was deposited in my office on June 18, 2019.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said County, this 18th day of June, 2019.

County Clerk

(SEAL)

EXHIBIT "A"

LEASE

[See Transcript Document No. ____]

EXHIBIT “B”

MASTER RESOLUTION

[See Transcript Document No. ____]

EXHIBIT "C"

SECURITY DOCUMENTS

[See Transcript Document No. ____]