

Virgin, Utah

July 2, 2024

The Mayor and Town Council ("Governing Body") of Virgin Town, Washington County, Utah (the "Town"), met in regular public session on July 2, 2024, at the Town Offices, 114 South Mill Street, Virgin, Utah, at 3:00 o'clock p.m., Utah time, due, legal and timely notice of the meeting having been given to all councilmembers as required by law and the rules of the Town Council. The meeting was called to order by the Mayor. On roll call, the following Councilmembers, constituting a quorum, were present:

Jean Krause
Mistie Baird
Paul Luwe
April McKeon
Marci Holm

Mayor
Councilmember
Councilmember
Councilmember
Councilmember

Also Present:

Krystal Percival

Town Clerk

Absent:

After the minutes of the preceding meeting had been read and approved, the Town Clerk presented to the Council an affidavit evidencing the giving of not less than twenty-four (24) hours public notice of the agenda, date, time and place of the July 2, 2024, meeting of the Council in compliance with the requirements of Section 52-4-202(1), Utah Code Annotated 1953, as amended, by (1) posting written notice of the meeting at the principal office of the Town Council, and (2) providing notice to at least one newspaper of general circulation within the geographic jurisdiction of Virgin Town, Washington County, Utah (the "Town") 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 WASHINGTON)

I, KRYSTAL PERCIVAL, the undersigned Town Clerk of Virgin Town, Washington County, Utah (the "Town"), do hereby certify that I gave written public notice of the agenda, date, time and place of the special meeting held by the Mayor and Town Council (the "Governing Body") of the Town on July 2, 2024, not less than 24 hours in advance of the meeting. The public notice was given in compliance with the requirements of the Utah Open and Public Meetings Act, Section 52-4-202, Utah Code Annotated 1953, as amended, by:

(a) By causing a Notice, in the form attached hereto as Schedule 1, to be posted at the Town's principal offices at least twenty-four (24) hours prior to the convening of the meeting;

(b) By causing a copy of such Notice, in the form attached hereto as Schedule 1, to be posted on the Town's official website at least twenty-four (24) hours prior to the convening of the meeting; and

(c) By causing a copy of such Notice to be posted 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 2024 Annual Meeting Schedule for the Town (attached hereto as Schedule 2) was given specifying the date, time and place of the regular meetings of the Board of Trustees to be held during the year, by causing said Notice to be (i) posted in January __, 2024, at the principal office of said Governing Body, (ii) posted on the Utah Public Notice Website (<http://pmn.utah.gov>) and (iii) posted on the City's official website.

IN WITNESS WHEREOF, I have hereunto subscribed my official signature and impressed hereon the official seal of Virgin, Utah, this 2nd day of July, 2024.


Town Clerk

[SEAL]



EXHIBIT A

[Attach Notice of Public Meeting Here]

**NOTICE AND AGENDA OF MEETING OF THE
MAYOR AND TOWN COUNCIL OF VIRGIN,
WASHINGTON COUNTY, STATE OF UTAH**

* * * * *

PUBLIC NOTICE IS HEREBY GIVEN that the Mayor and Town Council of Virgin, Washington County, State of Utah, will hold a regular meeting at the Town Offices at 114 South Mill Street, Virgin, Utah, on Tuesday, the 2nd day of July, 2024, at the hour of 3:00 o'clock p.m.

The agenda for the meeting consists, in part and in addition to the matters listed in the regular or any other agenda, 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 Virgin Town, Washington County, Utah Town Office Lease Revenue Bond, Series 2024 to finance the cost of purchasing property for use as a town hall, public safety facility, post office 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 1st day of July, 2024.

VIRGIN TOWN

By 
Town Clerk

After the conduct of other business, the following resolution was introduced in written form by the Mayor, was read in full and, pursuant to motion made by Councilmember Jean Krause and seconded by Councilmember Paul Luwe, was adopted by the following vote:

AYE: Jean Krause
Mistie Baird
Paul Luwe
April McKeon
Marci Holm

Nay: None.

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

The Resolution is as follows:

RESOLUTION NO. R2024-P

A RESOLUTION OF THE TOWN COUNCIL OF VIRGIN TOWN, WASHINGTON COUNTY, UTAH AUTHORIZING AND APPROVING THE EXECUTION OF AN ANNUALLY RENEWABLE LEASE AGREEMENT BY AND BETWEEN THE TOWN AND THE LOCAL BUILDING AUTHORITY OF VIRGIN TOWN, WASHINGTON COUNTY, UTAH (THE "AUTHORITY"); AUTHORIZING THE ISSUANCE AND SALE BY THE AUTHORITY OF ITS LEASE REVENUE BONDS, SERIES 2024; AUTHORIZING THE EXECUTION OF A MASTER RESOLUTION, SECURITY DOCUMENTS, AND OTHER DOCUMENTS REQUIRED IN CONNECTION THEREWITH; AUTHORIZING THE FINANCING OF THE COST OF PURCHASING PROPERTY FOR USE AS A TOWN HALL, PUBLIC SAFETY FACILITY, POST OFFICE 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, Virgin Town, Washington County, Utah (the "Town") 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 Town has previously authorized and directed the creation of the Local Building Authority of Virgin Town (the "Authority") pursuant to the provisions of a Resolution adopted on April 24, 2013 (the "Creating Resolution"); and

WHEREAS, pursuant to the direction of the Mayor and Town Council 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 Town in accordance with the procedures and subject to the limitations of the Act in order to accomplish the public purpose for which the Town exists; and

WHEREAS, the Town desires to lease, as lessee on an annually renewable basis, the Virgin Town Historic Meetinghouse and related improvements and to provide for interim financing during construction with bond anticipation notes (the "Project") to be used by the Town 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 Town as lessee; and

WHEREAS, the Project is to be leased to the Town, 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 "B" (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 2024 in the principal amount of not to exceed \$2,500,000 (the "Series 2024 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 "C" and herein authorized and approved; and

WHEREAS, the Authority proposes to issue the Series 2024 Bonds pursuant to the Master Resolution, and to secure its payment obligations under the Series 2024 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 "D" (the "Security Documents") for the benefit of the holders of the Series 2024 Bonds; and

WHEREAS, the Series 2024 Bonds shall be payable solely from the rents, revenues and other income derived by the Authority from the leasing of the Project to the Town on an annually renewable basis, and shall not constitute or give rise to an obligation or liability of the Town or constitute a charge against its general credit or taxing power; and

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

WHEREAS, the State Bank of Southern Utah (the "Purchaser") has offered to purchase the Series 2024 Bonds and the Authority desires to sell the Series 2024 Bonds; and

WHEREAS, under the Articles, the Authority may not exercise any of its powers without prior authorization by the governing body of the Town and, therefore, it is necessary that the Town authorize certain actions by the Authority in connection with the transactions contemplated by the Lease, the Master Resolution, the Series 2024 Bonds and the Security Documents; and

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

WHEREAS, in order to allow for flexibility in setting the financial terms of the Series 2024 Bonds once costs of the Project are finally determined and to optimize debt service costs to the Authority, the Town Council 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 2024 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 MAYOR AND TOWN COUNCIL OF VIRGIN TOWN, WASHINGTON COUNTY, UTAH AS FOLLOWS:

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

Section 2. The Town Council 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 Town and is in the best interest of the citizens of the Town, the leasing of the Project to the Town 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 "B", is in all respects approved, authorized and confirmed and the Mayor 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 "B" for and on behalf of the Town. The appropriate 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 "B" for and on behalf of the Authority.

Section 4. The appropriate 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 "C", for and on behalf of the Authority.

Section 5. The Authority is authorized to issue the Series 2024 Bonds in the aggregate principal amount of not to exceed \$2,500,000 and a Bond Anticipation Note (the "Note"), in an amount not to exceed that of the Series 2024 Bonds, to mature not later than three (3) years from the date of said Note and to be sold at a discount from par, expressed as a percentage of principal amount, of not to exceed six (6.0%) percent. The Bonds and Note 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 Mayor of the Authority is hereby authorized on behalf of the Authority, to award the sale of the Series 2024 Bonds to the Purchaser.

The form, terms and provisions of the Series 2024 Bonds and Note 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 2024 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 2024 Bonds and Note, to place thereon the seal of the Authority and to deliver the Series 2024 Bonds and Note 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 2024 Bonds and Note and to authenticate the Series 2024 Bonds and Note. 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 appropriate 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 2024 Bonds and Note.

Section 7. Upon their issuance, the Series 2024 Bonds will constitute regular limited obligations of the Authority payable solely from and to the extent of the sources set forth in the Series 2024 Bonds and the Master Resolution. No provision of this resolution, the Lease, the Master Resolution, the Security Documents, the Series 2024 Bonds, or any other instrument, shall be construed as creating a general obligation of the Town, or as incurring or creating a charge upon the general credit of the Authority or of creating a general obligation of the Town or against its taxing powers. The Town 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 2024 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 Town on any annual renewal date thereof in accordance with the provisions of such Lease.

Section 8. The Mayor 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 appropriate 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 Town Resolution, the Creating Resolution or any resolution adopted by the Town 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 Town Clerk of the Town is hereby authorized to attest to all signatures and acts of any proper official of the Town, and to place the seal of the Town Clerk on the Lease. The Mayor and other proper officials of the Town and each of them, are hereby authorized to execute and deliver for and on behalf of the Town 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.

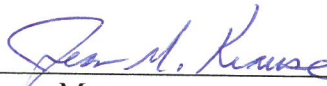
Section 12. The Secretary of the Authority is hereby authorized to attest to all signatures and acts of any proper official of the Authority, and to place the seal of the Authority on the Lease, the Master Resolution, the Security Documents, the Series 2024 Bonds, and any other documents authorized, necessary or proper pursuant to this Resolution or any resolution of the Authority. The appropriate 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 Town 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.

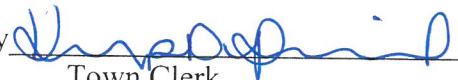
Section 14. This Resolution shall become effective immediately upon adoption by the Town Council.

PASSED AND APPROVED this 2nd day of July, 2024.

VIRGIN TOWN

By 
Mayor

ATTEST AND COUNTERSIGN:

By 
Town Clerk

[SEAL]

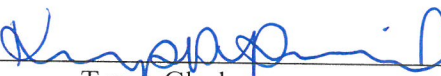


After the conduct of other business not pertinent to the foregoing, it was moved and carried that the Town Council adjourn.

VIRGIN TOWN

By 
Mayor

ATTEST:

By 
Town Clerk

[SEAL]



STATE OF UTAH)
 : ss.
COUNTY OF WASHINGTON)

I, KRYSTAL PERCIVAL, the undersigned, do hereby certify that I am the duly qualified and acting Town Clerk of Virgin Town, Washington County, Utah (the "Town"). I further certify that the above and foregoing constitutes a true and correct copy of the minutes of a special public meeting of the Board of Trustees of the Town, held on July 2, 2024, including a Resolution adopted at such meeting, together with exhibits and appendices attached thereto, as said minutes, resolution and appendices are recorded in the regular official book of minutes of the proceedings of the Governing Body kept in the office of the Secretary that said proceedings were duly had and taken as therein shown, that the meeting thereon shown was in all respects called, held and conducted in accordance with law, and that the persons therein named were present at said meeting, as therein shown.

I further certify and I caused a true and correct copy of the above-referenced resolution (including all exhibits and appendices attached thereto) to be filed in the office of the Secretary for examination by any interested person during the regular business hours of the office of the Secretary.

IN WITNESS WHEREOF, I have hereunto subscribed my official signature and impressed hereon the official seal of the Town, this 2nd day of July, 2024.


Secretary

[SEAL]



EXHIBIT "B"

LEASE

[See Transcript Document No. ____]

EXHIBIT "C"

MASTER RESOLUTION

[See Transcript Document No. ____]

EXHIBIT "D"

SECURITY DOCUMENTS

[See Transcript Document No. ____]

SCHEDULE 1
NOTICE OF MEETING

SCHEDULE 2

Notice of Annual Meetings