EAGLE MOUNTAIN
LOCAL BUILDING AUTHORITY MEETING

OCTOBER 15, 2024, 8:00 PM
DIRECTLY FOLLOWING THE CITY COUNCIL MEETING
EAGLE MOUNTAIN CITY COUNCIL CHAMBERS
1650 E STAGECOACH RUN, EAGLE MOUNTAIN, UT 84005

LOCAL BUILDING AUTHORITY BOARD MEETING – CITY COUNCIL CHAMBERS

1. CALL TO ORDER

2. RESOLUTIONS

2.A. RESOLUTION – A Resolution of the Local Building Authority of Eagle Mountain City, Approving the Bylaws of the Local Building Authority.

2.B. RESOLUTION – A Resolution of the Local Building Authority of Eagle Mountain City, Appointing and Electing Officers to Serve in the Local Building Authority of Eagle Mountain City.

3. ADOURNMENT

THE PUBLIC IS INVITED TO PARTICIPATE IN ALL PUBLIC MEETINGS FOR ALL AGENDAS
By the Americans with Disabilities Act, Eagle Mountain City will make reasonable accommodations for participation in all Public Meetings and Work Sessions. Please call the City Recorder's Office at least 3 working days prior to the meeting at 801-789-6610. This meeting may be held telephonically to allow a member of the public body to participate. This agenda is subject to change with a minimum 24-hour notice.

CERTIFICATE OF POSTING
The undersigned, duly appointed City Recorder, does hereby certify that the above agenda notice was posted on this 10th day of October, 2024, on the Eagle Mountain City bulletin boards, the Eagle Mountain City website www.emcity.org, posted to the Utah State public notice website http://www.utah.gov/pmn/index.html, and was emailed to at least one newspaper of general circulation within the jurisdiction of the public body.

Fionnuala B. Kofoed, MMC, City Recorder

RESOLUTION NO. R-_____-2024

A RESOLUTION OF THE LOCAL BUILDING AUTHORITY OF EAGLE MOUNTAIN CITY CREATING AND ADOPTING BYLAWS OF THE LOCAL BUILDING AUTHORITY OF EAGLE MOUNTAIN CITY

WHEREAS, the Local Building Authority of Eagle Mountain City (the "Agency") was created to construct, acquire, improve or extend one or more projects, as defined in Local Building Authority Act, Title 17D, Chapter 2, Utah Code Annotated 1953, as amended (the "Act"), and to finance their costs on behalf of Eagle Mountain City, Utah (the "City"), in accordance with the procedures and subject to the limitations of the Act in order to accomplish the purposes for which the City exists; and

WHEREAS, the Local Building Authority of Eagle Mountain City finds it necessary and desirable to adopt Bylaws to be followed in transacting the business and exercising the powers of the Local Building Authority of Eagle Mountain City.

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Local Building Authority of Eagle Mountain City that the Bylaws dated the 15th day of October, 2024, a copy of which is attached hereto, are hereby adopted as the Bylaws of the Local Building Authority of Eagle Mountain City.

ADOPTED by the Local Building Authority of Eagle Mountain City this 15th day of October, 2024.

EAGLE MOUNTAIN CITY, UTAH

_____
Tom Westmoreland, Chair-President

ATTEST:

_____
Fionnuala B. Kofoed, MMC
City Recorder

CERTIFICATION

The above Resolution was adopted by the Local Building Authority of Eagle Mountain City, Utah on the 15th day of October, 2024.

Those voting yes:	Those voting no:	Those excused:	Those abstaining:
☐ Donna Burnham	☐ Donna Burnham	☐ Donna Burnham	☐ Donna Burnham
☐ Melissa Clark	☐ Melissa Clark	☐ Melissa Clark	☐ Melissa Clark
☐ Jared Gray	☐ Jared Gray	☐ Jared Gray	☐ Jared Gray
☐ Rich Wood	☐ Rich Wood	☐ Rich Wood	☐ Rich Wood
☐ Brett Wright	☐ Brett Wright	☐ Brett Wright	☐ Brett Wright

_____

Fionnuala B. Kofoed, MMC
City Recorder

BYLAWS

OF

LOCAL BUILDING AUTHORITY

OF

EAGLE MOUNTAIN CITY, UTAH

ARTICLE I

OFFICES

The principal corporate office of the Local Building Authority of Eagle Mountain City, Utah (the "Authority"), shall be located at 1650 Stagecoach Run, Eagle Mountain, Utah.

ARTICLE II

PURPOSE

The objects and purposes for which the Authority is founded and incorporated are to construct, acquire, improve or extend one or more projects, as defined in Local Building Authority Act, Title 17D, Chapter 2, Utah Code Annotated 1953, as amended (the "Act"), and to finance their costs on behalf of Eagle Mountain City, Utah (the "City"), in accordance with the procedures and subject to the limitations of the Act in order to accomplish the purposes for which the City exists.

In furtherance thereof, the Authority shall have all of the powers set forth in the Act and the Constitution and other laws of the State of Utah. The Authority shall not, however, undertake any of the activities set forth in the preceding paragraph without prior authorization therefor by the governing body of the City (the "City Council").

The purpose and essence of the Authority shall be purely civic, benevolent, charitable, and philanthropic. The Authority shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that would prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification. It is hereby expressly declared that this Authority has been organized not for gain, and that no loans, dividends, or other distributions shall ever be declared or paid to any of its trustees or officers. The Authority shall have no shareholders and shall not issue shares of stock and none of its property, real or personal, shall ever be used or expended except in carrying into effect the legitimate ends and aims of the Authority.

At no time shall the Authority engage in any activities which are unlawful under the laws of the United States of America, the State of Utah, or any other jurisdiction wherein it conducts its activities. No substantial part of the activities of the Authority shall include the carrying on of propaganda, or otherwise attempting to influence legislation and the Authority shall not participate

in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE III

BOARD OF TRUSTEES

Section 1. General Powers. The affairs of the Authority shall be managed by a board of trustees (the "Board of Trustees").

Section 2. Number, Tenure, and Qualifications. The number of trustees shall be six and shall consist of the members of the City Council as may from time to time serve on such City Council, and any change in the composition of the membership of the City Council shall automatically and without any action required hereunder operate to change the composition of the membership of the Board of Trustees. The initial trustees are designated in the Articles of Incorporation, and each shall serve as a member of the Board of Trustees for a term of four years or until his/her death, incapacity, resignation, or removal from such office or, if applicable, until such officer shall cease to be a member of the City Council. Whenever a member of the Board of Trustees shall cease to be a member of the City Council, his/her successor shall, upon his/her election and qualification for office, thereupon become a member of the Board of Trustees. To the extent permitted by law, members of the Board of Trustees may be removed and replaced by the City Council at any time in its discretion.

Section 3. Regular Meetings. Regular meetings of the Board of Trustees shall be held in compliance with the laws of the State of Utah relating to open and public meetings, Title 52, Chapter 4, Utah Code Annotated 1953, as amended (the "Open Meeting Law"), at such times and places as the Board of Trustees may by resolution designate.

Section 4. Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the Chair-President of the Board of Trustees (the "Chair-President") or any two trustees and shall be held in compliance with the Open Meeting Law, at the principal office of the Authority or at such other place as the Chair-President may determine.

Section 5. Notice. Public notice of all meetings of the Board of Trustees shall be given in accordance with the Open Meeting Law. Notice to the trustees of any regular meeting of the Board of Trustees shall be deemed given upon the enactment of the resolution scheduling such meeting. Notice to the trustees of any special meeting of the Board of Trustees shall be given at least twenty-four (24) hours previously thereto by written notice delivered personally.

Section 6. Quorum. A majority of the then current voting membership of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees; but if fewer than a majority of the trustees of the Board of Trustees are present at any meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice.

Section 7. Board of Trustees Decisions. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these bylaws (the "Bylaws").

Section 8. Compensation. Trustees as such shall not receive any compensation for their services, but by resolution of the Board of Trustees, expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board of Trustees. Nothing herein contained shall be construed to preclude any trustee from serving the Authority in any other capacity and receiving compensation therefor.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chair of the Board of Trustees, who shall also serve as President of the Authority (the "Chair-President"), a Vice President, a Secretary-Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the offices of Chair-President and Secretary-Treasurer. Upon their election by the Board of Trustees or other qualification for office, each officer shall serve a term of four years or until his/her death, incapacity, resignation, or removal from such office or, if applicable, until such officer shall cease to be a member of the City Council.

Section 2. Election. The officers of the Authority shall be elected by the Board of Trustees. New offices may be created and filled at any meeting of the Board of Trustees.

Section 3. Removal. Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the Authority would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise, may be temporarily filled by another member of the Board of Trustees for the unexpired portion of the term.

Section 5. Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Trustees. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this Authority. The powers and the duties of the Chair-President of the Board of Trustees shall be to make application and implementation of policies and procedures for the day-to-day operation of the Authority and for the operation and administration of any real or personal property owned or controlled by the Authority. The Chair-President of the Board of Trustees shall also implement the policies as adopted by the Board of Trustees; and provide a liaison between the Authority and the City Council and citizens of the City. In the absence of the Chair-President, the Vice President is hereby authorized by these bylaws to act in his/her place.

ARTICLE V

COMMITTEES

The Board of Trustees, in its discretion, may constitute and appoint committees to assist in the supervision, management, and control of the affairs of the Authority with responsibilities and powers appropriate to the nature of the several committees and as provided by the Board of Trustees in the resolution of appointment or in subsequent resolutions and directives. Each committee so constituted and appointed by the Board of Trustees shall serve at the pleasure of the Board of Trustees. In addition to such obligations and functions as may be expressly provided by the Board of Trustees, each committee constituted pursuant to these Bylaws and appointed by the Board of Trustees shall from time to time report to and advise the Board of Trustees on corporate affairs within its particular area of responsibility and interest. The Board of Trustees may provide by general resolution applicable to all such committees for the organization and conduct of the business of the committees. Such committees as provided in this section of these Bylaws shall not have nor exercise the authority of the Board of Trustees in the management of the Authority. Any member of such committee may be removed by the Board of Trustees whenever in its judgment the best interests of the Authority shall be served by such removal.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent, or agents of the Authority to enter into any contract, to execute and deliver any instrument in the name of and on behalf of the Authority and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Authority shall be signed by such officer or officers, agent, or agents of the Authority, and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Chair-President or Vice President and countersigned by the Secretary-Treasurer of the Authority.

Section 3. Deposits. All funds of the Authority shall be deposited from time to time to the credit of the Authority in such banks, trust companies, or other depositaries as the Board of Trustees may select.

Section 4. Gifts. The Board of Trustees may accept on behalf of the Authority any contribution, gift, bequest, or devise for any purpose of the Authority.

ARTICLE VII

BOOKS AND RECORDS

The Authority shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and committees.

ARTICLE VIII

SEAL

The corporate seal for the Authority shall be circular in shape with the words "Eagle Mountain" at the top and the words "Local Building Authority Seal" at the bottom located on the perimeter of the seal.

ARTICLE IX

WAIVER OF NOTICE

Whenever a notice is required to be given to a member of the Board of Trustees under the provisions of the statutes of the State of Utah or under the provisions of these Bylaws of the Authority or under the Articles of Incorporation of this Authority, a waiver thereof in writing by each trustee entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

MANNER OF OPERATION

Section 1. Operation to be for the Public Good. The Authority shall at all times conduct its operations in a manner consistent with the best interests of the City and the citizens thereof. It is hereby declared that the Authority, having been created pursuant to a resolution duly and regularly adopted by the City Council shall at all times act with the approval of the City Council given by means of a resolution, ordinance, or other official approval of such body.

Section 2. Compliance with Other Requirements of Law. The Authority has been created under and pursuant to the Act and the Utah Revised Nonprofit Corporation Act, Title 16, Chapter 6a, Utah Code Annotated 1953, as amended, and shall operate in strict accordance therewith. The officers of the Authority shall at all times do such things as are required of corporations created under such acts and as may be necessary and proper to preserve and protect the existence of the Authority thereunder.

Section 3. Compliance with Certain Federal Income Tax Revisions. The Authority has been created with the intent that it would qualify as a corporation described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as well as under any similar provision of the Internal Revenue Code subsequently enacted. Accordingly, the Authority shall undertake no action which would result in the Authority failing to qualify as a corporation described under said Section of the Internal Revenue Code subsequently enacted.

The undersigned, being the Secretary-Treasurer of the Authority, does hereby certify that the foregoing Bylaws have been duly adopted as Bylaws of the Authority and are the full and complete Bylaws of the Authority as of this date.

DATED at Eagle Mountain City, Utah, this (month) ___, 2024.

By: _____

Secretary-Treasurer

RESOLUTION NO. R-_____-2024

A RESOLUTION OF THE LOCAL BUILDING AUTHORITY OF EAGLE MOUNTAIN CITY APPOINTING AND ELECTING OFFICERS TO SERVE IN THE LOCAL BUILDING AUTHORITY OF EAGLE MOUNTAIN CITY

WHEREAS, the Local Building Authority of Eagle Mountain City (the "Agency") was created to construct, acquire, improve or extend one or more projects, as defined in Local Building Authority Act, Title 17D, Chapter 2, Utah Code Annotated 1953, as amended (the "Act"), and to finance their costs on behalf of Eagle Mountain City, Utah (the "City"), in accordance with the procedures and subject to the limitations of the Act in order to accomplish the purposes for which the City exists; and

WHEREAS, the Local Building Authority of Eagle Mountain City finds it necessary and desirable to elect or appoint officers of the Local Building Authority of Eagle Mountain City; and

WHEREAS, these officers shall transact the business and exercise the powers of the Agency in each official capacity as described and provided for within the Bylaws of the Local Building Authority of Eagle Mountain City, and shall serve for the designated term of said office, or until such time as the Board of Directors shall appoint or elect other officers at a properly noticed meeting of the Agency.

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Local Building Authority of Eagle Mountain City that all prior actions of the Board are ratified and confirmed and the following persons are hereby elected and appointed to serve as officers of the Local Building Authority of Eagle Mountain City for the terms provided for in the Agency's Bylaws and until their replacements are appointed or elected:

Chair-President: _____

Vice-President: _____

Secretary-Treasurer: _____

This Resolution takes effect upon its adoption.

ADOPTED by the Local Building Authority of Eagle Mountain City this 15th day of October, 2024.

EAGLE MOUNTAIN CITY, UTAH

_____
Tom Westmoreland, Chair-President

ATTEST:

_____
Fionnuala B. Kofoed, MMC
City Recorder

CERTIFICATION

The above Resolution was adopted by the Local Building Authority of Eagle Mountain City, Utah on the 15th day of October, 2024.

Those voting yes:	Those voting no:	Those excused:	Those abstaining:
☐ Donna Burnham	☐ Donna Burnham	☐ Donna Burnham	☐ Donna Burnham
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_____

Fionnuala B. Kofoed, MMC
City Recorder