

SALT LAKE COUNTY

*2001 So. State Street
Salt Lake City, UT 84114
(385) 468-7500 TTY 711*



Meeting Minutes

Tuesday, October 8, 2024

6:00 PM

Public Hearing

Council Chambers, N1-100

Salt Lake County Municipal Building Authority

1. Welcome - Introduction - Laurie Stringham, Chair of the Board Salt Lake County Municipal Building Authority

Present: Trustee Laurie Stringham
Trustee Arlyn Bradshaw
Trustee Dave Alvord
Trustee Ann Granato
Trustee Sheldon Stewart
Trustee Dea Theodore
Excused: Trustee Jim Bradley
Trustee Aimee Winder Newton
Call In: Trustee Suzanne Harrison

2. Public Comment

3. Approval of Minutes

3.1 Approval of August 20, 2024, Salt Lake County Municipal Building Authority Minutes 24-2187

Attachments: August 20, 2024, Salt Lake County Municipal Building Authority Minutes

A motion was made by Trustee Stewart, seconded by Trustee Alvord, that this agenda item be approved. The motion carried by a unanimous vote. Council Member Bradshaw was absent for the vote.

4. Public Hearing

4.1 Public Hearing to Receive Input Regarding the Municipal Building Authority's Proposed Lease Revenue Refunding Bonds in the Principal Amount of Not to Exceed \$35,000,00 24-2190

Attachments: Staff Report

A motion was made by Trustee Stewart, seconded by Trustee Alvord, to open the public hearing. The motion carried by a unanimous vote.

Mr. Darrin Casper, Deputy Mayor of Finance and Administration, stated there is a possibility of refunding or refinancing outstanding Municipal Building Authority bonds to achieve lower interest rates. The market currently presents a unique combination of interest and reinvestment rates, with the bonds nearly at break-even. The documents presented for approval

would enable the County to proceed with refunding the bonds through the Municipal Building Authority if it proves financially beneficial.

The decision would be based on whether the refunding results in a net present value savings, which would include covering the cost of issuance. If the savings are present, the bonds would be refunded; if not, the refunding would not proceed.

Mr. Craig Wangsgard, Deputy District Attorney, stated the Debt Review Committee recommended a potential bond refund because of the risk of further sequestration. The taxable bonds currently receive a federal cash rebate to assist the County in paying the interest rate, which initially started at 35 percent. However, sequestration has already reduced this rebate by 6-8 percent, and there is concern that future sequestration could reduce the rebate to zero. Refunding the bonds would help eliminate the risk associated with losing this federal support.

Mr. Steve Van Maren stated he had no objections.

A motion was made by Trustee Bradshaw, seconded by Trustee Granato, to close the public hearing. The motion carried by a unanimous vote.

5. Discussion Items

- 5.1 Consideration for Adoption of a Resolution of the Municipal Building Authority of Salt Lake County, Utah Authorizing the Issuance and Sale Of Not More than \$35,000,000 Aggregate Principal Amount of Lease Revenue Refunding Bonds; and Related Matters** 24-2191

Attachments: Staff Report
Authorizing Resolution of Authority - Salt Lake County
MBA Ref 2024(w exhibits)2

Presenter: Craig Wangsgard, SLCo Senior Civil Attorney, District Attorney's Office. (Approx. 5 Min.)
Discussion/Direction

RESOLUTION NO. 57

A RESOLUTION OF THE MUNICIPAL BUILDING AUTHORITY OF SALT LAKE COUNTY, UTAH (THE "AUTHORITY") AUTHORIZING THE ISSUANCE AND SALE OF NOT MORE THAN \$35,000,000 AGGREGATE PRINCIPAL AMOUNT OF LEASE REVENUE REFUNDING BONDS, SERIES 2024 (THE "SERIES 2024 BONDS"); DELEGATING TO CERTAIN OFFICERS OF THE AUTHORITY THE ABILITY TO APPROVE THE FINAL TERMS AND PROVISIONS OF THE SERIES 2024 BONDS; AUTHORIZING AND APPROVING A FIFTH SUPPLEMENTAL INDENTURE OF TRUST, A BOND PURCHASE AGREEMENT, A FOURTH AMENDMENT TO A MASTER LEASE AGREEMENT, A FIRST SUPPLEMENT TO LEASEHOLD DEED OF TRUST, A FIRST AMENDMENT TO GROUND LEASE, AND OTHER DOCUMENTS NECESSARY FOR THE ISSUANCE OF THE SERIES 2024 BONDS; AUTHORIZING AND APPROVING THE USE AND DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND AN OFFICIAL STATEMENT; AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION; AND RELATED MATTERS.

WHEREAS, the County Council (the "Council") of Salt Lake County, Utah (the "County") has previously authorized and directed the creation of the Municipal Building Authority of Salt Lake County, Utah (the "Authority"); and

WHEREAS, pursuant to the direction of the County, 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 the laws of the State of Utah, including, in particular, the provisions of the Local Building Authority Act, Title 17D, Chapter 2, Utah Code Annotated 1953, as amended (the "Building Authority Act"); and

WHEREAS, pursuant to the provisions of the Building Authority Act and the Utah Refunding Bond Act, Title 11, Chapter 27, Utah Code Annotated 1953, as amended (collectively, with the Building Authority Act, the "Act"), the Governing Board (the "Governing Board") of the Authority, has authority to issue its lease revenue bonds for the purpose of refinancing certain improvements for and on behalf of the Authority; and

WHEREAS, on August 20, 2024, the Authority adopted a resolution (the "Parameters Resolution") approving the issuance and sale of its Lease Revenue Refunding Bonds, Series 2024 (to be issued in one or more series and with such other or further designation(s) as the Authority may determine) (the "Series 2024 Bonds") in an aggregate principal amount of not more than \$35,000,000; and

WHEREAS, pursuant to the Act and the Parameters Resolution, a Notice of Bonds to be Issued was posted as a Class A notice under Section 63G-30-102 (i) on the Utah Public Notice Website created under Section 63A-16-601, Utah Code Annotated 1953, as amended, (ii) on the Authority's official website and (iii) in a public location within the Authority that is reasonably likely to be seen by residents of the Authority, no less than 14 days before such hearing, which hearing was held on the date hereof; and

WHEREAS, on August 20, 2024, the Authority adopted a resolution making a statement as a separate agenda item indicating (i) the intent to issue lease revenue bonds, (ii) the purpose of the lease revenue bonds, and (iii) the estimated amount of the lease revenue bonds (the "Statement Resolution"); and

WHEREAS, pursuant to Sections 11-14-103 and 17D-2-501 of the Act, the Authority caused a Notice of Intent to Issue a Lease Revenue Bond and Public Hearing to be (i) published once each week for the two weeks before the public hearing in a newspaper of general circulation in the Authority; (ii) posted electronically in accordance with Section 45-1-101, Utah Code; and (iii) posted for at least 14 days immediately before the public hearing as a Class A notice under Section 63G-30-102, Utah Code (a) on the Utah Public Notice Website created under Section 63A16-601, Utah Code, (b) on the Authority's official website and (c) in a public location within the Authority that is reasonably likely to be seen by residents of the Authority, which hearing was held as a separate agenda item on the date hereof; and

WHEREAS, the Authority desires to issue the Series 2024 Bonds to (a) refund certain of its outstanding Lease Revenue Bonds, Series 2009B (Federally Taxable-Issuer Subsidy-Build America Bonds) (the "Refunded Bonds") and (b) pay costs associated with the issuance of the Series 2024 Bonds; and

WHEREAS, the County is the owner of either a fee simple title or a leasehold interest to certain parcels on which portions of the various projects financed with the Refunded Bonds (the "Prior Project") are located and the Authority desires to continue to lease such properties from the County pursuant to the terms and provisions of a Ground Lease Agreement dated as of December 1, 2009 (the "Original Ground Lease"), as amended by a First Amendment to Ground Lease Agreement (the "First Amendment to Ground Lease" and collectively with the Original Ground Lease, the "Ground Lease"), with such First Amendment to Ground Lease in substantially the form presented to this meeting and attached hereto as Exhibit G and herein authorized and approved; and

WHEREAS, the Authority desires to continue to lease the Prior Project, as lessor, on an annually renewable basis, to the County, as lessee, pursuant to the terms and provisions of a Master Lease Agreement dated as of December 1, 2009, as previously amended and supplemented (the "Master Lease Agreement") and a Fourth Amendment to Master Lease Agreement (the "Fourth Amendment to Master Lease Agreement" and, collectively with the Master Lease Agreement, the "Lease"), each by and between the Authority and the County, with such Fourth Amendment to Master Lease Agreement in substantially the form presented to this meeting and attached hereto as Exhibit C; and

WHEREAS, the Authority proposes to issue the Series 2024 Bonds pursuant to a General Indenture of Trust dated as of December 1, 2009, as previously amended and supplemented (the "General Indenture") and a Fifth Supplemental Indenture of Trust (the "Fifth Supplemental Indenture" and collectively with the General Indenture, the "Indenture"), each between the Authority and Zions Bancorporation, National Association (successor trustee to The Bank of New York Mellon Trust Company, N.A.) (the "Trustee"), with such Fifth Supplemental Indenture in substantially the form presented to this meeting and attached hereto as Exhibit B; and

WHEREAS, to further secure its payment obligations under the Indenture, the Authority proposes to grant a lien on and security interest in the Prior Project pursuant to a First Supplement to Leasehold Deed of Trust, Assignment of Rents and Security Agreement (the "First Supplement to Leasehold Deed of Trust") and an Assignment of Ground Lease dated as of December 1, 2009 (the "Assignment of Ground Lease" and collectively with

the First Supplement to Leasehold Deed of Trust, the “Security Documents”), with such First Supplement to Leasehold Deed of Trust in substantially the form presented to this meeting and attached hereto as Exhibit D; and

WHEREAS, there has been presented to the Governing Board at this meeting a form of a Bond Purchase Agreement (the “Bond Purchase Agreement”), in substantially the form attached hereto as Exhibit E, to be entered into between the Authority, the County and Stifel, Nicolaus & Company, Incorporated (the “Underwriter”); and

WHEREAS, the Authority desires to authorize the use and distribution of a Preliminary Official Statement (the “Preliminary Official Statement”) in substantially the form attached hereto as Exhibit F, and to approve a final Official Statement (the “Official Statement”) in substantially the form as the Preliminary Official Statement, and other documents relating thereto; and

WHEREAS, the Authority desires to improve and promote the local health and general welfare of the citizens of the County by entering into the documents and taking the actions described above; and

WHEREAS, the County has or is expected to authorize, approve and direct the execution of the Ground Lease, the Fourth Amendment to Master Lease Agreement, the Fifth Supplemental Indenture, the Bond Purchase Agreement and the First Supplement to Leasehold Deed of Trust and to authorize the issuance of the Series 2024 Bonds and the refunding of the Refunded Bonds by the Authority, and to authorize and approve the distribution and use of the Preliminary Official Statement and the Official Statement, and to further authorize the execution of the Ground Lease, the Fourth Amendment to Master Lease Agreement, the Fifth Supplemental Indenture, the Bond Purchase Agreement, and the First Supplement to Leasehold Deed of Trust and certain other acts to be taken by the Authority in connection therewith; and

WHEREAS, in order to allow the Authority (in consultation with Zions Public Finance, Inc., the Authority’s municipal advisor), flexibility in setting the pricing date of the Series 2024 Bonds to optimize debt service costs to the Authority, the Governing Board desires to grant to any one of the following: Jennifer Wilson, President, Darrin Casper, Vice-President, K.

Wayne Cushing, Treasurer, or their appointees (the “Designated Officers”), the authority to (a) approve the principal amounts, interest rates, terms, maturities, redemption features, and purchase price at which the Series 2024 Bonds shall be sold; and (b) make any changes with respect to the Series 2024 Bonds and the documents approved herein from those terms which were before the Governing Board at the time of adoption of this Resolution, provided such terms do not exceed the parameters set forth for such terms in the Parameters Resolution (the “Parameters”);

NOW, THEREFORE, it is hereby resolved by the Governing Board of the Municipal Building Authority of Salt Lake County, Utah, as follows:

Section 1. Terms defined in the foregoing recitals hereto shall have the same meaning when used in this Resolution.

Section 2. The Designated Officers are hereby authorized to agree as to the method of sale, the final principal amounts, terms, discounts, maturities, interest rates, redemption features, and purchase price with respect to the Series 2024 Bonds for and on behalf of the Authority, provided that such terms are within the Parameters. The approval of such terms shall be evidenced by the execution of Bond Purchase Agreement in substantially the form attached hereto as Exhibit E. The form of the Bond Purchase Agreement is hereby authorized, approved and confirmed.

Section 3. The form of the Fifth Supplemental Indenture attached hereto as Exhibit B, is in all respects hereby authorized and approved, and the President or any acting Vice President (the “President”) and Secretary is hereby authorized and directed to execute and deliver the same on behalf of the Authority.

Section 4. The Authority hereby authorizes the utilization of the Preliminary Official Statement in the form attached hereto as Exhibit F in the marketing of the Series 2024 Bonds and hereby approves the Official Statement in substantially the same form as the Preliminary Official Statement.

Section 5. The Fourth Amendment to Master Lease Agreement, the First Amendment to Ground Lease and the First Supplement to Leasehold Deed of Trust, in substantially the respective forms presented to this meeting and attached hereto as exhibits, are in all respects approved, authorized and

confirmed, and the President and the Secretary are hereby authorized and directed to execute and deliver the same on behalf of the Authority.

Section 6. The President and each Designated Officer of the Authority are each authorized to make any alterations, changes or additions to the Fifth Supplemental Indenture, the Bond Purchase Agreement, the Fourth Amendment to Master Lease Agreement, the Preliminary Official Statement, the Official Statement, the First Supplement to Leasehold Deed of Trust, the Series 2024 Bonds, the First Amendment to Ground Lease, or any other document herein authorized and approved which may be necessary to conform the same to the final terms of the Series 2024 Bonds (within the Parameters), to correct errors or omissions therein, to complete the same, to remove ambiguities therefrom, or to conform the same to other provisions of said instruments, to the provisions of this Resolution, or any resolution adopted by the County or the Authority, the agreements with the Underwriter or the provisions of the laws of the State of Utah or the United States.

Section 7. The form, terms, and provisions of the Series 2024 Bonds and the provisions for the signatures, authentication, payment, registration, transfer, exchange, redemption, and number shall be as set forth in the Indenture. The President and Secretary are hereby authorized and directed to execute and seal the Series 2024 Bonds and to deliver said Series 2024 Bonds to the Underwriter. The signatures of the President and the Secretary may be by facsimile or manual execution.

Section 8. Upon their issuance, the Series 2024 Bonds will constitute special limited obligations of the Authority payable solely from and to the extent of the sources set forth in the Series 2024 Bonds, the Indenture and the Security Documents. No provision of this Resolution, the Indenture, the Bond Purchase Agreement, the Lease, the Ground Lease, the Security Documents, the Series 2024 Bonds, or any other instrument, shall be construed as creating a general obligation of the Authority or the County or of creating a general obligation of the State 4887-3901-2308, v. 27 of Utah or any political subdivision thereof, or as incurring or creating a charge upon the general credit of the Authority or the County or its taxing powers.

Section 9. The appropriate officials of the Authority, and each of them, are hereby authorized and directed to execute and deliver for and on behalf of the Authority any or all additional certificates, documents and other papers

and 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 the documents authorized and approved herein.

Section 10. After the Series 2024 Bonds are delivered to the Underwriter, and upon receipt of payment therefor, this Resolution shall be and remain irrevocable until the principal of the Series 2024 Bonds is deemed to have been duly discharged in accordance with the terms and provisions of the Indenture.

Section 11. All resolutions or parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed and this Resolution shall be in full force and effect immediately upon its approval and adoption.

APPROVED and ADOPTED this 8th day of October, 2024.

SALT LAKE COUNTY COUNCIL

ATTEST (SEAL)

By /s/ LAURIE STRINGHAM
Chair

By /s/ LANNIE CHAPMAN
Salt Lake County Clerk

A motion was made by Trustee Bradshaw, seconded by Trustee Granato, to approve the resolution. The motion carried by unanimous vote.

6. Other Committee Business

7. Adjournment

The meeting was adjourned at 6:10 PM.

LANNIE CHAPMAN, COUNTY CLERK

By 
DEPUTY CLERK

By



CHAIR, MUNICIPAL BUILDING AUTHORITY

