

Kaysville, Utah  
September 7, 2021

The Board (the “Board”) of the Military Installation Development Authority, Utah (“MIDA”) met in regular session (including by electronic means) on Tuesday, September 7, 2021, at its regular meeting place in Kaysville, Utah, at 9:00 a.m. with the following members of the Board present:

|                  |                   |
|------------------|-------------------|
| Stuart Adams     | Chair             |
| Jerry Stevenson  | Vice Chair        |
| Ben Hart         | Non-voting member |
| Steve Farrell    | Boardmember       |
| Gage Froerer     | Boardmember       |
| Gary Harter      | Boardmember       |
| Mike Ostermiller | Boardmember       |
| Mark Shepherd    | Boardmember       |

Also present:

|                |                         |
|----------------|-------------------------|
| Paul Morris    | Executive Director      |
| Paula Eldredge | Chief Financial Officer |

Absent:

After the meeting had been duly called to order and after other matters not pertinent to this Resolution had been discussed, the following Resolution was introduced in written form along with a Certificate of Compliance with Open Meeting Law with respect to this September 7, 2021, meeting, a copy of which is attached hereto as Exhibit A.

Thereupon, the following Resolution was introduced in writing, read in full and pursuant to motion duly made by Boardmember Mark Shepherd and seconded by Boardmember Mike Ostermiller adopted by the following vote:

AYE: Mark Shepherd, Mike Ostermiller, Steve Farrell, Gage Froerer, Stuart Adams, Jerry Stevenson, Gary Harter

NAY:

After the Chair signed the Resolution, it was recorded by the Records Officer in the official records of MIDA. The Resolution is as follows:

#### RESOLUTION NO. 2021-16

A RESOLUTION OF THE BOARD OF THE MILITARY INSTALLATION DEVELOPMENT AUTHORITY, UTAH (“MIDA”), AUTHORIZING AND APPROVING THE EXECUTION OF A

WRITTEN AGREEMENT (THE “WRITTEN AGREEMENT”) TO DESIGNATE AN ENERGY ASSESSMENT AREA, LEVY AN ENERGY ASSESSMENT LIEN AND ASSIGN TO THE LENDER IDENTIFIED THEREIN MIDA’S RIGHTS IN THE ENERGY ASSESSMENT LIEN; DELEGATING TO CERTAIN OFFICERS OF MIDA THE AUTHORITY TO APPROVE AND EXECUTE THE WRITTEN AGREEMENT; AND RELATED MATTERS.

WHEREAS, MIDA is a public body, corporate and politic duly created, established, and authorized to transact business and exercise its powers, pursuant to the Military Installation Development Authority Act, Title 63H, Chapter 1, Utah Code Annotated 1953, as amended; and

WHEREAS, pursuant to the Commercial Property Assessed Clean Energy Act, Title 11, Chapter 42a, Utah Code Annotated 1953, as amended (the “Act”), MIDA is authorized to designate an energy assessment area, levy an assessment on certain properties within such energy assessment area and issue energy assessment bonds or assign such assessment lien to a third-party lender for the purpose of financing the costs of the acquisition, construction and installation of certain energy efficiency upgrades and/or renewable energy systems and related improvements (collectively, the “Improvements”) to be owned by one or more property owners; and

WHEREAS, MIDA previously adopted Resolution 2020-07 (the “Prior Resolution”) expressing an intent to designate an energy assessment area within Wasatch County, Utah, levy an assessment on certain property within such energy assessment area (the “Energy Assessment Lien”) and assign the Energy Assessment Lien to a third-party lender pursuant to the provisions of the Act in order to finance the acquisition, construction and installation of the Improvements on the MWR Hotel (the “Project”); and

WHEREAS, MIDA intends to designate an energy assessment area within Wasatch County, Utah (the “Energy Assessment Area”), levy an assessment on the Project (the “Energy Assessment Lien”), and assign the Energy Assessment Lien to a third-party lender pursuant to the provisions of the Act and the Written Agreement to be entered into by MIDA and such third-party lender, in order to assist in financing the acquisition, construction and/or installation of the Project to be owned by the approved borrower; and

WHEREAS, in order to allow MIDA flexibility in designating the Energy Assessment Area, levying the Energy Assessment Lien, and confirming other terms and conditions needed to execute the Written Agreement required under Section 11-42a-302 of the Act, MIDA desires to grant to any one of the Chair, Vice Chair, Executive Director, MRF Project Area Manager, or Chief Financial Officer (collectively, the “Designated Officers”) the authority to authorize and approve the Written Agreement;


NOW, THEREFORE, it is hereby resolved by the Board of the Military Installation Development Authority, Utah, as follows:

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

Section 2. For purposes of finalizing the Written Agreement, MIDA hereby authorizes any of the Designated Officers to approve the form of and execute and deliver the Written Agreement and any other documents related to the designation of the Energy Assessment Area, the levying of the Energy Assessment Lien and the assignment of the Energy Assessment Lien.

Section 3. It is hereby declared that all parts of this Resolution are severable, and if any section, clause, or provision of this Resolution shall, for any reason, be held to be invalid or unenforceable, the invalidity or unenforceability of any such section, clause, or provision shall not affect the remaining sections, clauses, or provisions of this Resolution.

Section 4. Except as modified by this Resolution, the Prior Resolution remains in full force and effect. 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.

By:   
\_\_\_\_\_

Chair

ATTEST:

By:   
\_\_\_\_\_

Records Officer

(Here follows other business not pertinent to the above.)

Pursuant to motion duly made and seconded, the meeting of the Board of MIDA, adjourned.

By:  \_\_\_\_\_  
Chair

ATTEST:

By:  \_\_\_\_\_  
Records Officer

STATE OF UTAH                    )  
                                              : ss.  
COUNTY OF DAVIS            )

I, Sara Turner, the undersigned duly appointed and qualified Records Officer of the Military Installation Development Authority, Utah (“MIDA), do hereby certify that the foregoing pages are a true, correct, and complete copy of the record of proceedings of the MIDA Board (the “MIDA Board”), had and taken at a lawful meeting of the MIDA Board on September 7, 2021, commencing at the hour of 9:00 a.m., as recorded in the regular official book of the proceedings of the MIDA Board kept in my office, and said proceedings were duly had and taken as therein shown, and the meeting therein shown was duly held, and the persons therein were present at said meeting as therein shown.

All members of the MIDA Board were duly notified of said meeting, pursuant to law.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the MIDA, this September 7, 2021.

By:  \_\_\_\_\_  
Records Officer

EXHIBIT A

CERTIFICATE OF COMPLIANCE WITH  
OPEN MEETING LAW

I, Sara Turner, the undersigned Records Officer of the Military Installation Development Authority, Utah (“MIDA”) do hereby certify, according to the records of MIDA in my official possession, and upon my own knowledge and belief, that in accordance with the requirements of Section 52-4-202, Utah Code Annotated 1953, as amended, I gave not less than twenty-four (24) hours public notice of the agenda, date, time and place of the September 7, 2021, public meeting held by the Board (the “Board”) of MIDA as follows:

(a) By causing a Notice, in the form attached hereto as Schedule 1, to be posted at the principal offices of MIDA at least twenty-four (24) hours prior to the convening of the meeting, said Notice having continuously remained so posted and available for public inspection until the completion of the meeting; and

(b) By causing a copy of such Notice, in the form attached hereto as Schedule 1, 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 2021 Annual Meeting Schedule for the Board (attached hereto as Schedule 2) was given specifying the date, time, and place of the regular meetings of the Board to be held during the year, by causing said Notice to be (a) posted on Friday, September 3, 2021, at the principal office of MIDA and (b) published on the Utah Public Notice Website (<http://pmn.utah.gov>) during the current calendar year.

IN WITNESS WHEREOF, I have hereunto subscribed my official signature this September 7, 2021.

(SEAL)

By:   
Its: Records Officer

ATTACHMENTS:

- SCHEDULE 1—NOTICE OF MEETING
- SCHEDULE 2—ANNUAL MEETING SCHEDULE

SCHEDULE 1 NOTICE  
OF MEETING

SCHEDULE 2 ANNUAL

MEETING SCHEDULE