

Oakley, Utah

January 11, 2023

The City Council (the “Council”) of Oakley City, Utah (the “Issuer”), met in regular public session at the regular meeting place of the Council in Oakley, Utah (including by electronic means), on January 11, 2022, at the hour of 7:00 p.m., with the following members of the Council being present:

Joe Frazier	Councilmember
Kelly Kimber	Councilmember
Dave Neff	Councilmember
Tom Smart	Councilmember
Steve Wilmoth	Councilmember

Also present:

Zane Woolstenhulme	Mayor
Amy Rydalch	City Recorder

Absent:

After the meeting had been duly called to order and after other matters not pertinent to this resolution had been discussed, there was presented to the Council a Certificate of Compliance with Open Meeting Law with respect to this January 11, 2022, meeting, a copy of which is attached hereto as Exhibit A.

The following resolution was then introduced in written form, was fully discussed, and pursuant to motion duly made by Councilmember _____ and seconded by Councilmember _____, was adopted by the following vote:

AYE:

NAY:

The resolution is as follows:

RESOLUTION NO. ____

A RESOLUTION OF THE CITY COUNCIL OF OAKLEY CITY, UTAH (THE “ISSUER”), AUTHORIZING THE ISSUANCE AND SALE OF NOT MORE THAN \$4,300,000 AGGREGATE PRINCIPAL AMOUNT OF WATER AND SEWER REVENUE BOND ANTICIPATION NOTES, SERIES 2023 (THE “SERIES 2023 NOTES”) AND SETTING PARAMETERS THEREFORE; DELEGATING TO CERTAIN OFFICERS OF THE ISSUER THE AUTHORITY TO APPROVE THE FINAL TERMS AND PROVISIONS OF THE SERIES 2023 NOTES; PROVIDING FOR THE PUBLICATION OF A NOTICE OF PUBLIC HEARING AND A NOTICE OF BONDS TO BE ISSUED; PROVIDING FOR THE RUNNING OF A CONTEST PERIOD AND SETTING OF A PUBLIC HEARING DATE; AUTHORIZING AND APPROVING THE EXECUTION OF A MASTER RESOLUTION, A NOTE PURCHASE AGREEMENT, AND OTHER DOCUMENTS REQUIRED IN CONNECTION THEREWITH; EXPRESSING AN INTENT TO REIMBURSE; AND RELATED MATTERS.

WHEREAS, the City Council (the “Council”) of the Issuer desires to (a) finance all or a portion of the costs of construction of improvements to its water and sewer system (the “System”), and all related improvements (the “Project”) and (b) pay costs of issuance with respect to the Series 2023 Notes herein described; and

WHEREAS, to accomplish the purposes set forth in the preceding recital, and subject to the limitations set forth herein, the Issuer desires to issue its Water and Sewer Revenue Bond Anticipation Notes, Series 2023 (the “Series 2023 Notes”) (to be issued from time to time, as one or more series and with such other series or title designation(s) as may be determined by the Issuer), pursuant to (a) Local Government Bonding Act, Title 11, Chapter 14, Utah Code Annotated 1953, as amended (the “Act”), (b) this Resolution, and (c) a Master Resolution (the “Master Resolution”) in substantially the form presented to the meeting at which this Resolution was adopted and which is attached hereto as Exhibit B; and

WHEREAS, the Council desires to approve and authorize the preparation and use of a Note Purchase Agreement (the “Note Purchase Agreement”), to be entered into between the Issuer and the purchaser selected by the Issuer for the Series 2023 Notes (the “Purchaser”), in substantially the form attached hereto as Exhibit C; and

WHEREAS, in order to allow the Issuer flexibility in setting the pricing date or dates of the Series 2023 Notes to optimize debt service costs to the Issuer, the Council desires to grant to either the Mayor or the City Recorder (each a “Designated Officer”), the authority to (a) approve the principal amounts, interest rates, terms, maturities, redemption features, and purchase price at which the Series 2023 Notes shall be sold; (b) select the method of sale and the Purchaser of the Series 2023 Notes and (c) make any changes with respect to the terms which were before the Council at the time of adoption of this Resolution, provided such terms do not exceed the parameters set forth for such terms in this Resolution (the “Parameters”); and

WHEREAS, the Act provides that prior to issuing bonds, an issuing entity must (a) give notice of its intent to issue such bonds and (b) hold a public hearing to receive input from the public with respect to (i) the issuance of the bonds and (ii) the potential economic impact that the improvement, facility or property for which the bonds pay all or part of the cost will have on the private sector; and

WHEREAS, the Issuer desires to call a public hearing for this purpose and to publish a notice of such hearing with respect to the Series 2023 Notes, including a notice of bonds to be issued, in compliance with the Act.

NOW, THEREFORE, it is hereby resolved by the City Council of Oakley City, Utah, as follows:

Section 1. For the purpose of (a) financing the Project and (b) paying costs of issuance of the Series 2023 Notes, the Issuer hereby authorizes the issuance of the Series 2023 Notes which shall be designated “Oakley City, Utah Water and Sewer Revenue Bond Anticipation Notes, Series 2023” in the aggregate principal amount of not to exceed \$4,300,000. The Series 2023 Notes shall mature in not more than four (4) years from their date or dates, shall be sold at a price not less than ninety-eight percent (98%) of the total principal amount thereof, and shall bear interest at a rate or rates of not to exceed six percent (6.0%) per annum, all as shall be approved by a Designated Officer, within the Parameters set forth herein.

Section 2. The Designated Officer is hereby authorized to select the Purchaser, determine the final principal amounts, terms, discounts, maturities, interest rates, redemption features, and purchase price with respect to the Series 2023 Notes for and on behalf of the Issuer, provided that such terms are within the Parameters set by this Resolution. The selection of the Purchaser and the determination of the final terms and provisions for the Series 2023 Notes by the Designated Officer shall be evidenced by the execution of the Note Purchase Agreement in substantially the form attached hereto as Exhibit C. The form of the Note Purchase Agreement is hereby authorized, approved and confirmed.

Section 3. The Master Resolution, in substantially the form presented to this meeting and attached hereto as Exhibit B is hereby authorized, approved, and confirmed. The Mayor or any Mayor Pro Tem (the “Mayor”) and the City Recorder or any Deputy City Recorder (the “City Recorder”) are hereby authorized to execute and deliver the Master Resolution and the Note Purchase Agreement in substantially the form and with substantially the content as the form presented at this meeting for and on behalf of the Issuer, with final terms as may be established by the Designated Officer, within the Parameters set forth herein, and with such alterations, changes or additions as may be necessary or as may be authorized by Section 4 hereof.

Section 4. The Designated Officer and other appropriate officials of the Issuer are authorized to make any alterations, changes or additions to the Master Resolution, the Series 2023 Notes and the Note Purchase Agreement or any other document herein authorized and approved which may be necessary to conform the same to the final terms of the Series 2023 Notes (within the Parameters set by this Resolution), to conform to any

applicable bond insurance or reserve instrument or to remove the same, 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 Council or the provisions of the laws of the State of Utah or the United States.

Section 5. The form, terms, and provisions of the Series 2023 Notes and the provisions for the signatures, authentication, payment, registration, transfer, exchange, redemption, and number shall be as set forth in the Master Resolution. The Mayor and the City Recorder are hereby authorized and directed to execute and seal the Series 2023 Notes and to deliver said Series 2023 Notes to the Purchaser. The signatures of the Mayor and the City Recorder may be by facsimile or manual execution.

Section 6. Upon their issuance, the Series 2023 Notes will constitute special limited obligations of the Issuer payable solely from and to the extent of the sources set forth in the Series 2023 Notes and the Master Resolution. No provision of this Resolution, the Master Resolution, the Series 2023 Notes or any other instrument, shall be construed as creating a general obligation of the Issuer, or of creating a general obligation of the State of Utah or any political subdivision thereof, or as incurring or creating a charge upon the general credit of the Issuer or its taxing powers.

Section 7. The Designated Officer and other appropriate officials of the Issuer, and each of them, are hereby authorized and directed to execute and deliver for and on behalf of the Issuer any or all additional certificates, documents and other papers (including, without limitation, any disclosure/tax compliance policies or reserve instrument guaranty agreements permitted by the Master Resolution) 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 8. After the Series 2023 Notes are delivered to the Purchaser, and upon receipt of payment therefor, this Resolution shall be and remain irrevocable until the principal of, premium, if any, and interest on the Series 2023 Notes are deemed to have been duly discharged in accordance with the terms and provisions of the Master Resolution.

Section 9. The Issuer shall hold a public hearing on January 30, 2023, to receive input from the public with respect to (a) the issuance of the Series 2023 Notes, and (b) the potential economic impact that the improvements to be financed with the proceeds of the Series 2023 Notes will have on the private sector, which hearing date shall not be less than fourteen (14) days after notice of the public hearing is published (i) once in The Park Record, a newspaper of general circulation in the Issuer, (ii) on the Utah Public Notice Website created under Section 63A-16-601, Utah Code Annotated 1953, as amended, and (iii) on the Utah Legal Notices website (www.utahlegals.com) created under Section 45-1-101, Utah Code Annotated 1953, as amended, no less than fourteen (14) days before the public hearing date. The City Recorder shall cause a copy of this Resolution (together with all exhibits hereto) to be kept on file in Issuer's offices, for public examination during the regular business hours of the Issuer until at least thirty (30) days from and after the date of publication thereof. The Issuer directs its officers and staff to publish a "Notice of Public Hearing and Bonds to be Issued" in substantially the following form:

NOTICE OF PUBLIC HEARING AND BONDS TO BE ISSUED

NOTICE IS HEREBY GIVEN pursuant to the provisions of the Local Government Bonding Act, Title 11, Chapter 14, Utah Code Annotated 1953, as amended, (the “Act”), that on January 11, 2022, the City Council (the “Council”) of Oakley City, Utah (the “Issuer”), adopted a resolution (the “Resolution”) in which it authorized the issuance of the Issuer’s Water and Sewer Revenue Bond Anticipation Notes, Series 2023 (the “Notes”) and called a public hearing to receive input from the public with respect to (a) the issuance of the Notes and (b) any potential economic impact that the Project described herein to be financed with the proceeds of the Notes may have on the private sector.

TIME, PLACE AND LOCATION OF PUBLIC HEARING

The Issuer shall hold a public hearing on January 30, 2023, at the hour of 7:00 p.m. at 960 W. Center Street, Oakley, Utah. The purpose of the hearing is to receive input from the public with respect to (a) the issuance of the Notes and (b) any potential economic impact that the Project to be financed with the proceeds of that portion of the Notes may have on the private sector. All members of the public are invited to attend and participate.

PURPOSE FOR ISSUING THE NOTES

The Notes will be issued for the purpose of (a) financing all or a portion of the costs of construction of improvements to its water and sewer system (the “System”), and all related improvements (collectively, the “Project”) and (b) paying costs of issuance of the Notes.

PARAMETERS OF THE NOTES

The Issuer intends to issue the Notes in the aggregate principal amount of not more than Four Million Three Hundred Thousand Dollars (\$4,300,000), to mature in not more than four (4) years from their date or dates, to be sold at a price not less than ninety-eight percent (98%) of the total principal amount thereof and bearing interest at a rate or rates not to exceed 6.0% per annum. The Notes are to be issued and sold by the Issuer pursuant to the Resolution, including as part of said Resolution, a Master Resolution (the “Master Resolution”) which was before the Council in substantially final form at the time of the adoption of the Resolution and said Master Resolution is to be executed by the Issuer in such form and with such changes thereto as shall be approved by the Issuer; provided that the principal amount, interest rate or rates, maturity, and discount of the Notes will not exceed the maximums set forth above. The Issuer reserves the right to not issue the Notes for any reason and at any time up to the issuance of the Notes.

REVENUES PROPOSED TO BE PLEDGED

The Notes are special limited obligations of the Issuer payable from the net revenues of the System.

OUTSTANDING NOTES SECURED BY REVENUES

The Issuer currently has \$626,000 of bonds outstanding secured by the Revenues.

OTHER OUTSTANDING BONDS OF THE ISSUER

Additional information regarding the Issuer's outstanding bonds may be found in the Issuer's financial report (the "Financial Report") at: <https://reporting.auditor.utah.gov/searchreport>. For additional information, including any information more recent than as of the date of the Financial Report, please contact the City Recorder at (435) 783-0051.

TOTAL ESTIMATED COST OF NOTES

Based on the Issuer's current plan of finance and a current estimate of interest rates, the interest cost of the Notes to be issued under the Act to finance the Project, if held until maturity, is \$199,887.89, and the principal cost of the Notes to be issued under the Act to finance the Project, if held until maturity, is \$4,300,000, for a total principal and interest cost of \$4,499,887.89. (The Issuer expects to refinance the \$4,300,000 principal amount of the Notes prior to the maturity of the Notes through the issuance of a longer term bond.)

A copy of the Resolution and the Master Resolution are on file in the office of City Recorder, 960 W. Center Street, Oakley, Utah where they may be examined during regular business hours of the City Recorder from 8:00 a.m. to 4:30 p.m. Monday through Thursday, for a period of at least thirty (30) days from and after the date of publication of this notice.

NOTICE IS FURTHER GIVEN that a period of thirty (30) days from and after the date of the publication of this notice is provided by law during which any person in interest shall have the right to contest the legality of the Resolution, the Master Resolution or the Notes, or any provision made for the security and payment of the Notes, and that after such time, no one shall have any cause of action to contest the regularity, formality, or legality thereof for any cause whatsoever.

DATED this January 11, 2022.

/s/ Amy Rydalch
City Recorder

Section 10. The Issuer hereby reserves the right to opt not to issue the Series 2023 Notes for any reason, including without limitation, consideration of the opinions expressed at the public hearing.

Section 11. The Issuer hereby declares its intention and reasonable expectation to use proceeds of tax-exempt bonds to reimburse itself for initial expenditures for costs of the Project. The Series 2023 Notes are to be issued, and the reimbursements made, by the later of 18-months after the payment of the costs or after the Project is placed in service, but in any event, no later than three years after the date the original expenditure was paid. The maximum principal amount of the Series 2023 Notes which will be issued to finance the reimbursed costs of the Project is not expected to exceed \$4,300,000.

Section 12. 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 January 11, 2022.

(SEAL)

By: _____
Mayor

ATTEST:

By: _____
City Recorder

(Other business not pertinent to the foregoing appears in the minutes of the meeting.)

Upon the conclusion of all business on the Agenda, the meeting was adjourned.

(SEAL)

By: _____
Mayor

ATTEST:

By: _____
City Recorder

STATE OF UTAH)
 : ss.
COUNTY OF SUMMIT)

I, Amy Rydalch, the duly appointed and qualified City Recorder of Oakley City, Utah (the “City”), do hereby certify according to the records of the City Council of the City (the “Council”) in my official possession that the foregoing constitutes a true and correct excerpt of the minutes of the meeting of the Council held on January 11, 2022, including a resolution (the “Resolution”) adopted at said meeting as said minutes and Resolution are officially of record in my possession.

I further certify that the Resolution, with all exhibits attached, was deposited in my office on January 11, 2022, and pursuant to the Resolution, a Notice of Public Hearing and Bonds to be Issued was (a) published once in The Park Record, a newspaper having general circulation within the City, the affidavit of which publication will be attached upon availability, (b) posted on the Utah Public Notice Website created under Section 63A-16-601 Utah Code Annotated 1953, as amended and (c) posted on the Utah Legal Notices website (www.utahlegals.com) created under Section 45-1-101, Utah Code Annotated 1953, as amended.

IN WITNESS WHEREOF, I have hereunto subscribed my signature and impressed hereon the official seal of said City, this January 11, 2022.

(SEAL)

By: _____
City Recorder

EXHIBIT A

CERTIFICATE OF COMPLIANCE WITH
OPEN MEETING LAW

I, Amy Rydalch, the undersigned City Recorder of Oakley City, Utah (the “City”), do hereby certify, according to the records of the City 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 January 11, 2022, public meeting held by the City Council of the City (the “Council”) as follows:

(a) By causing a Notice, in the form attached hereto as Schedule 1, to be posted at the principal offices of the City 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;

(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; and

(c) By causing a copy of such Notice, in the form attached hereto as Schedule 1, to be delivered to The Park Record pursuant to its subscription to 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 2022 Annual Meeting Schedule for the Council (attached hereto as Schedule 2) was given specifying the date, time, and place of the regular meetings of the Council to be held during the year, by causing said Notice to be (a) posted in January 2022 at the principal office of the City, (b) published on the Utah Public Notice Website (<http://pmn.utah.gov>) during the current calendar year and (c) provided to at least one newspaper of general circulation within the geographic jurisdiction of the City pursuant to its subscription to the Utah Public Notice Website (<http://pmn.utah.gov>).

IN WITNESS WHEREOF, I have hereunto subscribed my official signature this January 11, 2022.

(SEAL)

By: _____
City Recorder

SCHEDULE 1
NOTICE OF MEETING

SCHEDULE 2
ANNUAL MEETING SCHEDULE

(attach Proof of Publication of
Notice of Bonds to be Issued)

EXHIBIT B

FORM OF MASTER RESOLUTION

EXHIBIT C

FORM OF NOTE PURCHASE AGREEMENT