

RESOLUTION 2024-__

A RESOLUTION AUTHORIZING THE ISSUANCE AND THE SALE OF NOT TO EXCEED \$6,000,000 AGGREGATE PRINCIPAL AMOUNT OF GENERAL REVENUE BONDS, IN ONE OR MORE SERIES AND ON A TAXABLE OR TAX-EXEMPT BASIS, FOR THE PURPOSE OF FINANCING CAPITAL IMPROVEMENT PROJECTS, INCLUDING THE ACQUISITION OF OR AN INTEREST IN PROPERTY AND RELATED FACILITIES AND IMPROVEMENTS; FIXING THE MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF SUCH BONDS, THE MAXIMUM NUMBER OF YEARS OVER WHICH SUCH BONDS MAY MATURE, THE MAXIMUM INTEREST RATES THAT SUCH BONDS MAY BEAR AND THE MAXIMUM DISCOUNT FROM PAR AT WHICH SUCH BONDS MAY BE SOLD; PROVIDING FOR THE PUBLICATION OF A NOTICE OF BONDS TO BE ISSUED WITH RESPECT TO SUCH BONDS; AND PROVIDING FOR RELATED MATTERS.

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WHEREAS, the Utah Lake Authority (the “*Authority*”), is an independent, nonprofit, separate boy corporate and politic; a political subdivision of the State of Utah (the “*State*”) and a public corporation, operating under the general laws of the State, in particular, the Utah Lake Authority Act, Title 11, Chapter 65 (the “*Act*”), Utah Code Annotated 1953, as amended (the “*Utah Code*”);

WHEREAS, the Authority considers it necessary and desirable and for the benefit of Utah Lake to issue its general revenue bonds as hereinafter provided for the purpose of (a) financing all or a portion of the cost of acquiring, constructing and improving capital improvement projects, including the acquisition of or an interest in property and related facilities and improvements (collectively, the “*Project*”); (b) funding any necessary reserves and contingencies in connection with the Bonds (defined below) and (c) paying all related costs authorized by law pursuant to authority contained in the Act and other applicable provisions of law;

WHEREAS, for the purposes set forth above, the Authority has determined (a) to issue its General Revenue Bonds, in one or more series and on a taxable or tax-exempt basis, in an aggregate principal amount not to exceed \$6,000,000 (the “*Bonds*”) (subject to the further limitations outlined herein) pursuant to a final bond resolution authorizing the issuance and sale of the bonds, in substantially the form attached hereto as *Exhibit A*, to be adopted by the Authority Board (the “*Board*”) at a later date (the “*Bond Resolution*”), and a Master Trust Indenture, in substantially hereto as *Exhibit B* (the “*Master Indenture*”), and a Supplemental Trust Indenture, in substantially the form attached hereto as *Exhibit C* (the “*Supplemental Indenture*” and, collectively with the Master Indenture, the “*Indenture*”), each between the Authority and the trustee to be named therein, and (b) to cause the proceeds of the sale of the Bonds to be applied in accordance with the Bond Resolution and the Indenture;

WHEREAS, the Authority is authorized by the Act to finance the Project, to adopt the Bond Resolution, to execute and deliver the Master Indenture and the Supplemental Indenture and to

issue the Bonds to finance all or a portion of the costs of financing the Project, to fund any necessary reserves, and to pay all related costs authorized by law;

WHEREAS, Section 11-65-501 of the Utah Code provides for the publication of a Notice of Bonds to be Issued (the “*Notice of Bonds*”) and the running of a 30-day contest period, and the Authority desires to cause the publication of such Notice of Bonds at this time in compliance with said section with respect to the Bonds;

WHEREAS, Section 11-65-501 of the Utah Code requires that the Authority adopt a parameters resolution for the proposed bonds that sets forth (a) the maximum amount of bonds, term and interest rate and (b) the expected security for the bonds and submit the parameters resolution for review and recommendation to the State Finance Review Commission;

WHEREAS, the Authority has made and is planning to make expenditures relative to the Project from its [Capital Improvement Fund] (the “*Fund*”); and

WHEREAS, all or a portion of the expenditures relating to the Project (the “*Expenditures*”) (i) have been paid from the Fund within the 60 days prior to the passage of this Resolution or (ii) will be paid from the Fund on or after the passage of this Resolution; and

NOW, THEREFORE, BE IT RESOLVED by the Board of the Utah Lake Authority, as follows:

Section 1. Bonds to be Issued. The Board hereby finds and determines that it is in the best interest of the Authority and Utah Lake to issue not more than Six Million Dollars (\$6,000,000) aggregate principal amount of its General Revenue Bonds to bear interest at a rate of not to exceed seven and a half percent (7.50%) per annum or fifteen percent (15.00%) per annum for any such Bond that shall bear interest at a variable interest rate (provided that in the event the Bonds are sold in a private placement and a default rate is required by the purchaser, such default rate shall not exceed eighteen percent (18.00%) per annum), to mature in not more than twenty-six (26) years from their date or dates and to be sold at a discount from par, expressed as a percentage of principal amount, of not to exceed two percent (2.0%), for the purpose of obtaining funds with which to finance a portion of the costs of acquiring, constructing and completing the Project, to provide necessary reserves and to pay all costs incident to the authorization and issuance of the Bonds. The Bonds are to be issued pursuant to the provisions of the Bond Resolution (to be adopted at a future date that authorizes and confirms the issuance and sale of the Bonds) and the Indenture. Substantially final forms of the Bond Resolution, the Master Indenture and the Supplemental Indenture are attached hereto as *Exhibit A*, *Exhibit B* and *Exhibit C*, respectively. The Board hereby declares its intention to issue the Bonds according to the provisions of this Section, the Bond Resolution and the Indenture.

Section 2. Preliminary Official Statement. To the extent deemed necessary by the Executive Director of the Authority (the “*Executive Director*”), the preparation and distribution of a Preliminary Official Statement for the Bonds in connection with the sale thereof is hereby authorized.

Section 3. Authorization. The Board hereby authorizes and approves the issuance of the Bonds pursuant to this resolution (the or this “*Parameters Resolution*”), the Bond Resolution and the Indenture, *provided* that the principal amount and maturity of and interest rates and discounts for the Bonds shall not exceed the maximums set forth in Section 1 hereof. In the event of a private placement of the Bonds, prior to the adoption of the Bond Resolution, the Executive Director is authorized to execute and deliver any term sheet, rate lock letter or agreement or similar document necessary in order to award the Bonds to the purchaser who provides the bid or proposal deemed by Executive Director to be in the best interest of the Authority.

Section 4. Expected Security for the Bonds. Pursuant to Section 11-65-502(1)(d), the Board hereby authorizes and approves the use of the Authority’s revenues generally to secure the payment of debt service and other related payment on the Bonds.

Section 5. Notice of Bonds to be Issued; Contest Period. In accordance with the provisions of Section 11-14-316 of the Utah Code, the Executive Director, as secretary of the Board, shall cause the Notice of Bonds, in substantially the form attached hereto as *Exhibit D*, to be published on the Utah Legal Notices website (www.utahlegals.com) created under Section 45-1-101, Utah Code Annotated 1953, as amended, which may require publication in *The Salt Lake Tribune* a newspaper of general circulation in the State. Additionally, the Executive Director shall cause the Notice of Bonds to be posted on (a) on the Utah Public Notice Website created under Section 63A-16-601 Utah Code Annotated 1953, as amended, (b) the Authority’s website and (c) at the Authority’s offices.

For a period of thirty (30) days from and after publication of the Notice of Bonds, any person in interest shall have the right to contest the legality of this Parameters Resolution (including the Bond Resolution, the Master Indenture and the Supplemental Indenture attached hereto) or the Bonds hereby authorized or any provisions made for the security and payment of the Bonds. After such time, no one shall have any cause of action to contest the regularity, formality or legality of this resolution (including the Bond Resolution, the Master Indenture and the Supplemental Indenture) or the Bonds or any provisions made for the security and payment of the Bonds for any cause.

Section 6. Submission to State Finance Review Commission. In satisfaction of the requirements of Section 11-65-501 of the Act, the Executive Director is hereby directed to submit this Parameters Resolution to the State Finance Review Commission for review and recommendation.

Section 7. Executive Director to Perform Certain Acts. The Executive Director is hereby directed to maintain a copy of this Parameters Resolution (together with all exhibits hereto, including the forms of the Bond Resolution, the Master Indenture and the Supplemental Indenture on file in the Executive Director’s office during regular business hours for public examination until at least thirty (30) days from and after the date of publication of the Notice of Bonds.

Section 8. Reimbursement. (a) The Authority reasonably expects to reimburse the Fund for the Expenditures from the proceeds of the Bonds.

(b) The principal amount of the Bonds expected to be issued for the Project (including costs of construction, interest on the Bonds during construction, costs of issuing the Bonds, and any necessary or desirable reserves) is not more than \$6,000,000.

Section 9. Prior Acts Ratified, Approved and Confirmed. All acts of the officers and employees of the Authority in connection with the issuance of the Bonds are hereby ratified, approved and confirmed.

Section 10. Resolution Irrepealable. Following the execution and delivery of the Supplemental Indenture, this resolution shall be and remain irrepealable until all of the Bonds and the interest thereon shall have been fully paid, cancelled, and discharged.

Section 11. Severability. If any section, paragraph, clause, or provision of this resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this resolution.

Section 12. Effective Date. This resolution shall be effective immediately upon its approval and adoption.

(Signature page follows.)

ADOPTED AND APPROVED by the Board of the Utah Lake Authority, this 20th day of November, 2024.

UTAH LAKE AUTHORITY

Chair

ATTEST:

Executive Director and Secretary

[SEAL]

EXHIBIT A

[ATTACH FORM OF BOND RESOLUTION]

EXHIBIT B

[ATTACH FORM OF MASTER INDENTURE]

EXHIBIT C

[ATTACH FORM OF SUPPLEMENTAL INDENTURE]

EXHIBIT D

NOTICE OF BONDS TO BE ISSUED

NOTICE IS HEREBY GIVEN pursuant to the provisions of Section 11-65-501, Utah Code Annotated 1953, as amended (the “*Utah Code*”), that on November 20, 2024, the Board (the “*Board*”) of the Utah Lake Authority (the “*Authority*”), adopted a resolution (the “*Resolution*”) in which it authorized and approved the issuance of its general revenue bonds (the “*Bonds*”), in an aggregate principal amount of not to exceed \$6,000,000, to bear interest at a rate or rates of not to exceed 7.50% per annum or 15% per annum for any such Bond that shall bear interest at a variable interest rate (provided that in the event the Bonds are sold in a private placement and a default rate is required by the purchaser, such default rate shall not exceed 18.00%) per annum and to mature not later than 26 years from their date or dates and to be sold at a discount from par not to exceed 2.00%. The Bonds shall be subject to such optional and mandatory redemption and other provisions as are contained in the final form of the Bonds, the Bond Resolution, the Master Indenture and the Supplemental Indenture, described below.

Pursuant to the Resolution, the Bonds are to be issued for the purpose of paying all or part of the cost of (a) acquiring, constructing and improving capital improvement projects, including the acquisition of or an interest in property and related facilities and improvements; (b) funding any necessary reserves and contingencies in connection with the Bonds and (c) paying all related costs authorized by law. The Bonds are to be issued and sold by the Authority pursuant to the Resolution, including as part of the Resolution substantially final forms of a final bond resolution (the “*Bond Resolution*”), a Master Trust Indenture (the “*Master Indenture*”) and a Supplemental Indenture (the “*Supplemental Indenture*”) and, collectively with the Master Indenture, the “*Indenture*”), that were before the Board and attached to the Resolution at the time of the adoption of the Resolution. The Bond Resolution will be adopted by the Board and the Master Indenture and Supplemental Indenture will be executed and delivered by the Authority at a future date prior to the issuance of the Bonds, in substantially the forms attached to the Resolution, with such changes thereto as shall be approved by the Board or the Executive Director upon the adoption or execution and delivery thereof, as applicable; *provided* that the principal amount, interest rate or rates, maturity and discount pertaining to the Bonds will not exceed the maximums set forth above.

The repayment of the Bonds will be secured by a pledge of the Authority’s revenues generally pursuant to Section 11-65-502(1)(d) of the Utah Code (the “*Pledged Revenues*”).

The Authority currently has no other general revenue bonds or notes outstanding that are secured by the Pledged Revenues. More detailed information relating to the Authority’s outstanding bonds can be found in the Authority’s reports filed with the Executive Appropriations Committee and the State Finance Review Commission pursuant to Section 11-65-501(7) of the Utah Code.

Assuming a final maturity for the Bonds of approximately ___ years from the date hereof and that the Bonds are issued in an aggregate principal amount of \$_____ and are held until maturity, based on the Authority's currently expected financing structure and interest rates in effect around the time of publication of this notice, the estimated total cost to the Authority of the proposed Bonds is \$_____.

A copy of the Resolution (including drafts of the Bond Resolution, the Master Indenture and the Supplemental Indenture attached to the Resolution) may be examined during regular business hours (9:00 am – 5:00 pm, Monday through Thursday) at the office of the Authority, 51 University Avenue, Provo, Utah. 84601. The Resolution shall be so available for inspection for a period of at least thirty (30) days from and after the date of the publication of this notice.

NOTICE IS FURTHER GIVEN that pursuant to law for a period of thirty (30) days from and after the date of the publication of this notice, any person in interest shall have the right to contest the legality of the Resolution (including the Bond Resolution, the Master Indenture and the Supplemental Indenture attached thereto) of the Authority or the Bonds authorized thereby or any provisions made for the security and payment of the Bonds. After such time, no one shall have any cause of action to contest the regularity, formality or legality of the Resolution, the Bonds or the provisions for their security or payment for any cause.

DATED this 20th day of November, 2024.

UTAH LAKE AUTHORITY

By _____
Executive Director

[SEAL]