

A RESOLUTION OF THE MUNICIPAL BUILDING AUTHORITY OF DUCHESNE SCHOOL DISTRICT, UTAH AUTHORIZING THE ISSUANCE AND SALE BY THE AUTHORITY OF UP TO \$50,000,000 OF ITS LEASE REVENUE BONDS, SERIES 2022, TO (A) FINANCE THE COSTS OF IMPROVEMENTS TO DUCHESNE HIGH SCHOOL AND RELATED FACILITIES, (B) FUND ANY REQUIRED DEPOSIT TO A DEBT SERVICE RESERVE FUND AND (C) PAY COSTS ASSOCIATED WITH THE ISSUANCE OF THE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDENTURE OF TRUST, MORTGAGE, ASSIGNMENT OF LEASE AGREEMENT AND SECURITY AGREEMENT, A MASTER LEASE AGREEMENT, A GROUND LEASE AGREEMENT, A FACILITIES USE AND LEASE AGREEMENT, A CONSTRUCTION AGENCY AGREEMENT, A BOND PURCHASE AGREEMENT AND OTHER DOCUMENTS REQUIRED IN CONNECTION THEREWITH; AUTHORIZING AND APPROVING A PRELIMINARY OFFICIAL STATEMENT AND AN OFFICIAL STATEMENT; GIVING AUTHORITY TO CERTAIN OFFICERS TO APPROVE THE FINAL TERMS AND PROVISIONS OF THE BONDS WITHIN THE PARAMETERS SET FORTH HEREIN; AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION; AND PROVIDING FOR RELATED MATTERS.

WHEREAS, the Board of Education of Duchesne County School District, Utah (the “*Board of Education*”) has previously authorized and directed the creation of the Municipal Building Authority of Duchesne School District, Utah (the “*Authority*”) pursuant to a resolution adopted on July 12, 1990 and a reincorporation resolution adopted on April 28, 2022 (collectively, the “*Creating Resolution*”);

WHEREAS, pursuant to the Creating Resolution, the Authority has been duly and regularly created, established and is organized, operating and existing as a nonprofit corporation under and by virtue of the provisions of the Constitution and laws of the State of Utah, including, in particular, the provisions of the Utah Revised Nonprofit Corporation Act, Title 16, Chapter 6a, Utah Code Annotated 1953, as amended and the Local Building Authority Act, Title 17D, Chapter 2, Utah Code Annotated 1953, as amended, (collectively, the “*Building Authority Act*”);

WHEREAS, under the Articles of Incorporation of the Authority (the “*Articles*”), the objects and purposes for which the Authority has been founded and incorporated are to acquire, improve or extend one or more projects and to finance their costs on behalf of the Board of Education in accordance with the procedures and subject to the limitations of the Building Authority Act in order to accomplish the public purpose for which the Board of Education exists;

WHEREAS, the Board of Education desires the Authority, on behalf of the Board of Education and the Duchesne County School District, Utah (the “*District*”), to (a) undertake the construction of a certain Duchesne High Project pursuant to the Building Authority Act consisting of certain costs of acquiring and constructing certain New Duchesne High Additions and

improvements at Duchesne High School (the “*New Duchesne High Facilities*”), including, but not limited to, those certain New Duchesne High Facilities consisting of that portion of the Duchesne High School renovations described as _____ (the “*New Duchesne High Additions*”), on land owned by the Board of Education (the “*Duchesne High Site*”) and (b) pay costs relating to the issuance and sale of the Series 2022 Bonds (defined below);

WHEREAS, the Board of Education (in its capacity as ground lessor) and the Authority (in its capacity as ground lessee) will, simultaneously with the execution and delivery of the Indenture (defined below), enter into a Duchesne High Ground Lease (the “*Ground Lease*”), the form of which is attached hereto as *Exhibit A*, pursuant to which the Board of Education will lease to the Authority the Duchesne High Site;

WHEREAS, the Board of Education (in its capacity as lessee) and the Authority (in its capacity as lessor) will, enter into a Facilities Use and Lease Agreement (the “*Facilities Lease*”), the form of which is attached hereto as *Exhibit B*, pursuant to which the Authority will lease to the Board of Education the existing high school building and other structures and facilities on the Duchesne High Site, including certain New Duchesne High Facilities, but excluding the New Duchesne High Additions (the “*Existing Duchesne High Facilities*” and, together with the New Duchesne High Additions, the “*Duchesne High Facilities*”);

WHEREAS, the Authority and the Board of Education will enter into a Master Lease Agreement (the “*Lease*”), the form of which is attached hereto as *Exhibit C*, pursuant to which the Authority has agreed (a) to Acquire or to cause the Acquisition (as such terms are defined in the Lease) of the New Duchesne High Facilities (the “*Duchesne High Project*”) and (b) to sublease the Duchesne High Site and lease the New Duchesne High Additions to the Board of Education, all on the terms and conditions set forth therein;

WHEREAS, the Board of Education will agree, as agent of the Authority pursuant to a Construction Agency Agreement (the “*Construction Agency Agreement*”), the form of which is attached hereto as *Exhibit D*, to construct or to cause the construction of the Duchesne High Project as provided therein and in the Lease;

WHEREAS, pursuant to and in accordance with the provisions of the Act and the Indenture (defined below), the Authority has determined that it is in the best interest of the Authority and the Board of Education and the District (a) to issue up to \$50,000,000 aggregate principal amount of Municipal Building Authority of Duchesne School District, Utah Lease Revenue Bonds, Series 2022 (the “*Series 2022 Bonds*”) pursuant to this Resolution and an Indenture of Trust, Mortgage, Assignment of Lease Agreement and Security Agreement (the “*Indenture*”), between the Authority and the trustee named therein, as trustee (the “*Trustee*”), the form of which is attached hereto as *Exhibit E*, to provide funds for the purpose of (i) paying a portion of the costs of Acquiring the Duchesne High Project as provided in the Lease and (ii) paying costs of issuance relating to the issuance, sale and delivery of the Series 2022 Bonds, and (b) to lease the Leased Property (as defined in the Lease) to the Board of Education in consideration of certain Base Rentals (as defined in the Lease) and Additional Rentals (as defined in the Lease) to be paid as provided in the Lease, which will be sufficient (so long as the Board of Education extends the term of the Lease for each successive one-year renewal term) to pay the principal of, and premium, if

any, and interest on, the Series 2022 Bonds and certain other costs and expenses as provided in the Lease;

WHEREAS, the Authority desires to provide for continuous compliance with certain requirements of the Internal Revenue Code of 1986, as amended (the “Code”), in order to establish and maintain the excludability of interest on the Series 2022 Bonds from gross income of the owners thereof for federal income tax purposes by entering into such tax certificates and other agreements and certificates for such purposes as directed by bond counsel for the issuance of the Series 2022 Bonds;

WHEREAS, the Building Authority Act and the Local Government Bonding Act, Title 11, Chapter 14, Utah Code Annotated 1953, as amended (collectively, the “Act”), provide that prior to issuing bonds, the Authority must (a) give notice of its intent to issue the Series 2022 Bonds and (b) hold a public hearing to receive input from the public with respect to the issuance of the Series 2022 Bonds;

WHEREAS, the Authority desires to publish a notice of its intent to issue the Series 2022 Bonds (the “Notice of Bonds”), in compliance with the Act;

WHEREAS, pursuant to Section 17D-2-502 of the Building Authority Act, the Notice of Bonds shall constitute the notice of intent to issue bonds and will provide for a 30-day period in which the registered voters of the District may submit a written petition requesting an election to approve or disapprove the issuance of the Series 2022 Bonds;

WHEREAS, in compliance with the Act, the Authority previously held a public hearing to receive input from the public with respect to the issuance of the Series 2022 Bonds;

WHEREAS, the plans and specifications for, and the estimated costs of the acquisition and construction of the Series 2022 Project and a certificate of the engineer/architect for the Series 2022 Project setting forth the estimated useful life of the Series 2022 Project have been or will be submitted to and have been or will be approved by the Board of Education prior to the issuance of the Series 2022 Bonds;

WHEREAS, the Authority desires to approve the preparation, use and distribution of a Preliminary Official Statement relating to the Series 2022 Bonds (the “Preliminary Official Statement”), in substantially the form attached hereto as *Exhibit F*, in connection with the issuance and sale of the Series 2022 Bonds;

WHEREAS, the Authority desires to approve the preparation, use and distribution of a final Official Statement, in substantially the form of the Preliminary Official Statement, with respect to the Series 2022 Bonds and other documents relating thereto;

WHEREAS, the Series 2022 Bonds shall be payable solely from the rents, revenues and other income derived by the Authority from the leasing of the Series 2022 Project to the Board of Education on an annually renewable basis, and shall not constitute or give rise to an obligation or liability of the Board of Education or constitute a charge against its general credit or taxing powers;

WHEREAS, the Authority and the Board of Education have determined to sell the Series 2022 Bonds to _____ (the “*Underwriter*”) pursuant to the terms of the Bond Purchase Agreement (the “*Purchase Agreement*”) among the Authority, the Board of Education and the Underwriter, in substantially the form presented at this meeting and attached hereto as *Exhibit G*;

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

WHEREAS, the Board of Education, by its resolution dated the date hereof (the “*Board Resolution*”) has or is expected to authorize, approve and direct the execution of the Lease, the Preliminary Official Statement, the Ground Lease, the Facilities Lease, the Construction Agency Agreement and the Purchase Agreement by the Board and to authorize and approve the issuance and terms of the Series 2022 Bonds and the financing of the Series 2022 Project by the Authority and to further authorize the execution of the Lease, the Preliminary Official Statement, the Purchase Agreement, the Indenture, the Ground Lease, the Facilities Lease and the Construction Agency Agreement and certain other acts to be taken by the Authority in connection therewith.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors the Municipal Building Authority of Duchesne School District, Utah (the “*Board*”), as follows:

Section 1. All terms defined in the recitals hereto shall have the same meaning when used herein. All action heretofore taken (not inconsistent with the provisions of this Resolution) by the Board and by the officers of the Authority directed toward the issuance of the Series 2022 Bonds and the financing of the Series 2022 Project are hereby ratified, approved and confirmed.

Section 2. (a) For the purposes set forth above, there is hereby authorized and directed the execution, issuance, sale and delivery of the Series 2022 Bonds in an aggregate principal amount not to exceed \$50,000,000. The Series 2022 Bonds shall be dated as of the date of the initial delivery thereof, and shall mature on the dates and in the principal amounts and shall bear interest from the date of delivery thereof, payable on _____ 15 and _____ 15 in each year commencing _____ 15, 2023, or such other dates specified by the Designated Officer in the Certificate of Determination (defined below), at the interest rates per annum determined by the Designated Officer (defined below) pursuant to the Certificate of Determination. If the Designated Officer determines pursuant to Section 2 hereof that the principal amount to be issued shall be less than Fifty Million Dollars (\$50,000,000), then the principal of the Series 2022 Bonds shall be limited to the amount so determined by the Designated Officer. The Series 2022 Bonds shall be in authorized denominations, shall be payable, and shall be executed and delivered all as provided in the Indenture. The Series 2022 Bonds shall be subject to redemption prior to maturity as provided in the Certificate of Determination and the Indenture.

(b) The form of the Series 2022 Bonds set forth in the form of the Indenture, subject to appropriate insertion and revision in order to comply with the provisions of the Indenture and the Certificate of Determination, is hereby approved.

(c) The Series 2022 Bonds shall be special obligations of the Authority, payable from and secured by a pledge and assignment of the Revenues (as defined in the Indenture) received by the Authority and of certain other moneys held under the Indenture on a parity with any other Bonds (as defined in the Indenture) issued from time to time and currently outstanding under the Indenture, including, but not limited to the Series 2022 Bonds. The Series 2022 Bonds shall not be obligations of the State of Utah, the Board of Education or any other political subdivision thereof, other than the Authority, and neither the faith and credit nor the ad valorem taxing or appropriation power of the State of Utah or any political subdivision thereof, including the Board of Education, is pledged to the payment of the Series 2022 Bonds. The Series 2022 Bonds shall not constitute general obligations of the Board of Education or any other entity or body, municipal, state or otherwise.

Section 3. Delegation of Authority. There is hereby delegated to the Designated Officer (defined below), subject to the limitations contained in this Resolution, the power to determine and effectuate the following with respect to the Series 2022 Bonds and the Designated Officer is hereby authorized to make such determinations and effectuations:

(a) the principal amount of the Series 2022 Bonds necessary to accomplish the purpose of the Series 2022 Bonds set forth in the preamble to this Resolution and the aggregate principal amount of the Series 2022 Bonds to be executed and delivered pursuant to the Indenture and this Resolution; *provided* that the aggregate principal amount of the Series 2022 Bonds shall not exceed Fifty Million Dollars (\$50,000,000);

(b) the maturity date or dates and principal amount of each maturity of the Series 2022 Bonds to be issued; *provided, however*, that the Series 2022 Bonds mature over a period of not to exceed twenty-four (24) years from their date or dates;

(c) the interest rate or rates of the Series 2022 Bonds, *provided, however*, that the interest rate or rates to be borne by any Series 2022 Bond shall not exceed five and a half percent (5.50%) per annum;

(d) if different than those specified in Section 2(a), the interest payment dates and the date on which payment of interest will commence;

(e) the sale of the Series 2022 Bonds and the purchase price to be paid by the, the Underwriter; *provided, however*, that the discount from par of the Series 2022 Bonds shall not exceed two percent (2.00%) (expressed as a percentage of the principal amount);

(f) the Series 2022 Bonds subject to redemption at the election of the Authority and the date such Series 2022 Bonds are first subject to redemption as provided in the Indenture; *provided, however*, that the first date the Series 2022 Bonds shall be subject to redemption not later than ten and a half (10.5) years from the date of issuance thereof;

(g) the Series 2022 Bonds, if any, to be retired from mandatory sinking fund redemption payments and the dates and the amounts thereof;

- (h) the final use and deposit of the proceeds of the Series 2022 Bonds; and
- (i) any other provisions deemed advisable by the Designated Officer not materially in conflict with the provisions of this Resolution.

Immediately following the sale of the Series 2022 Bonds the Designated Officer shall obtain such information as he or she deems necessary to make such determinations as provided above. Thereupon, the Designated Officer shall make such determinations as provided above, shall award the sale of the Series 2022 Bonds to the Underwriter and shall execute a Certificate of Determination, the form of which is attached hereto as *Exhibit H*, of the Designated Officer delivered pursuant to Section 2 of this Resolution, setting forth certain terms and provisions of the Series 2022 Bonds (the "*Certificate of Determination*"), containing such terms and provisions of the Series 2022 Bonds, which execution shall be conclusive evidence of the action or determination of the Designated Officer as to the matters stated therein. The provisions of the Certificate of Determination shall be deemed to be incorporated in this Resolution.

For purposes of this Resolution, "*Designated Officer*" means (a) the President or any Vice President of the Authority (the "*President*"); (b) the Secretary/Treasurer of the Authority or (c) any other officers or employees of the Authority who are duly authorized to execute contracts, obligations or other documents of the Authority.

Section 4. In accordance with the provisions of Section 11-14-316 of the Act, the Authority shall publish the following "Notice of Bonds to be Issued" and shall cause a copy of this Resolution (together with all exhibits hereto) to be kept on file in the office of the Secretary/Treasurer for the Authority, for public examination during the regular business hours of the Authority until at least thirty (30) days from and after the date of publication thereof. The Notice of Bonds shall be published once in the *Uintah Basin Standard*, a newspaper of general circulation within Duchesne County. The "Notice of Bonds to be Issued" shall be in substantially the following form:

NOTICE OF BONDS TO BE ISSUED

NOTICE IS HEREBY GIVEN that on May 12, 2022, the Board of Directors (the "*Board*") of the Municipal Building Authority of Duchesne School District, Utah (the "*Authority*") adopted a resolution (the "*Resolution*") declaring its intention to issue its Lease Revenue Bonds, Series 2022 (or such other series or title designated by the Authority) (the "*Series 2022 Bonds*"), in the principal amount of not to exceed \$50,000,000, to bear interest at a rate or rates of not to exceed 5.50% per annum, to mature in not more than 24 years from their date or dates, and to be sold at a price not less than 98% of the total principal amount thereof.

The Authority intends to issue the Series 2022 Bonds for the purpose of (i) financing the cost of improvements and upgrades at Duchesne High School for use by the Board of Education of Duchesne County School District, Utah (the "*Board of Education*"), (ii) funding any required deposit to a debt service reserve fund and (iii) paying issuance expenses to be incurred in connection with the issuance of the Series 2022 Bonds.

The Series 2022 Bonds are to be issued and sold by the Authority pursuant to the Resolution, including as exhibits to said Resolution (a) a form of the Indenture of Trust, Mortgage, Assignment of Lease Agreement and Security Agreement (the “*Indenture*”), between the Authority and the trustee to be named therein, as trustee, and (b) a form of the Master Lease Agreement (the “*Lease*”), between the Authority and the Board of Education. The Indenture, the and the Lease are to be executed by the Authority and/or the Board of Education with such terms and provisions and any changes thereto as shall be approved by the Authority and the Board of Education.

Pursuant to the Act, the Authority proposes to pledge to the payment of the Bonds various rental payments made to the Authority by the Board of Education, pursuant to the Lease.

The Authority currently has \$ _____ par amount of bonds currently outstanding that are secured by the rental payments for various facilities under various indentures. More detailed information relating to the Authority’s outstanding bonds can be obtained by contacting the Business Administrator of the Board of Education at 1010 E 200 N, in Roosevelt, Utah.

Assuming a final maturity for the Series 2022 Bonds of __ years from the proposed date of issuance of such Series 2022 Bonds and that the Series 2022 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 Series 2022 Bonds is \$ _____.

A copy of the Resolution, and the forms of the Indenture and the Lease are on file in the office of the Business Administrator of the Board of Education (acting as the Secretary of the Authority) at 1010 E 200 N, in Roosevelt, Utah, where they may be examined during regular business hours from _____ a.m. to _____ p.m. for a period of at least thirty (30) days from and after the first date of publication of this notice.

NOTICE IS FURTHER GIVEN that a period of thirty (30) days from and after the first date of the publication of this notice is provided by law during which (i) any person in interest shall have the right to contest the legality of the Resolution, the Indenture, the Lease or the Series 2022 Bonds, or any provision made for the security and payment of the Series 2022 Bonds, and after such time, no one shall have any cause of action to contest the regularity, formality or legality thereof for any cause whatsoever, and (ii) registered voters within the boundaries of the Duchesne County School District (the “*District*”) may sign a written petition requesting an election to authorize the issuance of the Series 2022 Bonds. If written petitions which have been signed by at least 20% of the registered voters of the District are filed with the Authority during said 30-day period, the Authority shall be required to hold an election to obtain voter authorization prior to the issuance of the Series 2022 Bonds. If fewer than 20% of the registered voters of the District file a written petition during said 30-day period, the Authority may proceed to issue the Series 2022 Bonds without an election.

DATED this 12th day of May, 2022.

/s/ Dee Miles

Secretary/Treasurer of the Municipal
Building Authority of Duchesne School
District, Utah

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 resolution (including the Indenture and the Lease) or any provisions made for the security and payment of the Series 2022 Bonds, after such time no person shall have any cause of action to contest the regularity, formality or legality thereof for any cause. The Notice of Bonds shall also constitute the notice of intent to issue bonds under Section 17D-2-502 of the Building Authority Act and provides for a 30-day period in which the registered voters of the District may submit a written petition requesting an election to approve or disapprove the issuance of the Series 2022 Bonds.

Section 5. The Authority hereby authorizes, approves and directs the financing of the Series 2022 Project in accordance with the provisions of the Indenture, the leasing of the Series 2022 Project by the Authority to the Board of Education in the manner provided in the Lease.

Section 6. The Indenture, the Lease, the Ground Lease, the Facilities Lease, the Preliminary Official Statement, the Official Statement, the Purchase Agreement and the Construction Agency Agreement, 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 is authorized to approve the final terms thereof and to execute and deliver the Indenture, the Lease, the Ground Lease, the Facilities Lease, the Preliminary Official Statement, the Official Statement, the Purchase Agreement and the Construction Agency Agreement in the forms and with substantially the same content as attached hereto for and on behalf of the Authority.

Section 7. The Authority hereby approves the preparation, use and distribution of the Preliminary Official Statement, in substantially the form attached hereto as *Exhibit F*, and the final Official Statement, in substantially the form of the Preliminary. The President of the Authority is hereby authorized to execute the final Official Statement evidencing its acceptance by the Authority.

Section 8. For the purpose of providing funds to finance the Series 2022 Project, fund a deposit to a debt service reserve fund and to pay certain costs of issuance of the Series 2022 Bonds, and for such other purposes as may be authorized under the Indenture, the Authority shall issue the Series 2022 Bonds which shall be designated as provided in the Indenture.

Section 9. The Authority hereby authorizes the sale of the Series 2022 Bonds to the Underwriter pursuant to the terms of the Purchase Agreement and the Certificate of Determination. The Series 2022 Bonds shall be dated as of the date of delivery and shall bear interest and mature as set forth in the First Supplement.

The Series 2022 Bonds shall be delivered to the Underwriter after due payment therefor in accordance with the terms of the Purchase Agreement, which is hereby authorized and approved in the form before this meeting. The President is hereby authorized to execute and deliver the Purchase Agreement in the form that is before this meeting.

The form, terms and provisions of the Series 2022 Bonds and the provisions for the signatures, authentication, payment, registration, transfer, exchange, redemption, tender and number shall be as set forth in the Indenture. The Series 2022 Bonds shall mature prior to the expiration of the estimated useful life of the Series 2022 Project. The President is hereby authorized to execute the Series 2022 Bonds and to deliver the Series 2022 Bonds to the order of the Underwriter. The Secretary of the Authority is authorized to attest to the signature of the President and to cause the seal of the Authority to be affixed to the Series 2022 Bonds. The signatures of the President and the Secretary of the Authority may be by facsimile or manual execution.

Section 10. The appropriate officers of the Authority are authorized to take all action necessary or reasonably required to carry out, give effect to and consummate the transactions contemplated hereby and are authorized to take all action necessary in conformity with the Act and the Articles to finance the Series 2022 Project pursuant to the Indenture and to lease the Series 2022 Project pursuant to the Lease, any facilities leases, and any closing and other documents required to be delivered in connection with the sale and delivery of the Series 2022 Bonds.

Section 11. Upon their issuance, the Series 2022 Bonds will constitute special limited obligations of the Authority payable solely from and to the extent of the sources set forth in the Series 2022 Bonds and the Indenture. No provision of this Resolution, the Lease, the Preliminary Official Statement, the final Official Statement, the Indenture, the Series 2022 Bonds, the Ground Lease, the Facilities Lease, the Construction Agency Agreement, nor any other instrument authorized hereby, shall be construed as creating a general obligation of the Authority or of creating a general obligation of the Board of Education, the State of Utah or any political subdivision of the State of Utah, nor as incurring or creating a charge upon the general credit of the Board of Education or against its taxing powers. Except as otherwise provided in the Lease, the Board of Education shall not be obligated to pay out of its funds, revenues, or accounts, or to make any payment in respect of the Series 2022 Bonds, Base Rentals, Additional Rentals and Purchase Option Price pursuant to the Lease (as those terms are defined in the Lease). The obligation of the Board of Education to pay any such rentals, and the obligation of the Authority to pay the Series 2022 Bonds will not constitute a general obligation or a debt of the Board of Education, the Authority, the State of Utah or any political subdivision of the State of Utah. The Series 2022 Bonds are not an indebtedness or a liability of the Board of Education, the Authority or the State of Utah.

Section 12. The appropriate officials of the Authority are authorized to make any alterations, changes or additions in the Indenture, the Lease, the Ground Lease, the Facilities Lease, the Preliminary Official Statement, the final Official Statement, and the Construction Agency Agreement herein authorized and approved which may be necessary to correct errors or omissions therein, to remove ambiguities therefrom, to conform the same to other provisions of said instruments and the agreement with the Underwriter, to the provisions of this Resolution, the

Creating Resolution or any resolution adopted by the Board of Education or the Authority, the provisions of the laws of the State of Utah or the United States.

Section 13. If any provision of this Resolution (including the Exhibits attached hereto) should be held invalid, the invalidity of such provisions shall not affect any of the other provisions of this Resolution or the Exhibits.

Section 14. The Secretary/Treasurer of the Authority is hereby authorized to attest to all signatures and acts of any proper official of the Authority, and, as necessary, to place the seal of the Authority on the Indenture, the Lease, the Ground Lease, the Facilities Lease, the Construction Agency Agreement, the Series 2022 Bonds, and any other documents authorized, necessary or proper pursuant to this Resolution or any resolution of the Authority. The President and other proper officials of the Authority and each of them, are hereby authorized to execute and deliver for and on behalf of the Authority any and all additional certificates, documents and other papers and to perform all other acts that they may deem necessary or appropriate in order to implement and carry out the matters herein authorized. Any action authorized to be taken by the President may, in his absence, be taken by the Vice President of the Authority.

Section 15. This Resolution shall become effective immediately upon adoption by the Board.

Section 16. All bylaws, orders and resolutions of the Authority or parts thereof, inconsistent herewith, are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed as reviving any bylaw, order, resolution, or ordinance or part thereof.

PASSED by the Board of Directors of the Municipal Building Authority of Duchesne School District, Utah, this 12th day of May, 2022.

MUNICIPAL BUILDING AUTHORITY OF DUCHESNE
SCHOOL DISTRICT, UTAH

By _____
President

[SEAL]

ATTEST:

Secretary/Treasurer

EXHIBIT A

[ATTACH FORM OF GROUND LEASE]

EXHIBIT B

[ATTACH FORM OF FACILITIES USE AND LEASE AGREEMENT]

EXHIBIT C

[ATTACH FORM OF MASTER LEASE AGREEMENT]

EXHIBIT D

[ATTACH FORM OF CONSTRUCTION AGENCY AGREEMENT]

EXHIBIT E

[ATTACH FORM OF ATTACH FORM OF INDENTURE OF TRUST, MORTGAGE, ASSIGNMENT OF LEASE
AGREEMENT AND SECURITY AGREEMENT]

EXHIBIT F

[ATTACH FORM OF PRELIMINARY OFFICIAL STATEMENT]

EXHIBIT G

[ATTACH FORM OF BOND PURCHASE AGREEMENT]

EXHIBIT H

[ATTACH FORM OF CERTIFICATE OF DETERMINATION]