

A RESOLUTION OF THE BOARD OF EDUCATION OF DUCHESNE COUNTY SCHOOL DISTRICT, UTAH (THE “*BOARD*”) AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF A MASTER LEASE AGREEMENT, BY AND BETWEEN THE COUNTY AS LESSEE AND THE MUNICIPAL BUILDING AUTHORITY OF DUCHESNE SCHOOL DISTRICT (THE “*AUTHORITY*”), UTAH AS LESSOR; AUTHORIZING THE EXECUTION AND DELIVERY OF A GROUND LEASE AGREEMENT, BY AND BETWEEN THE AUTHORITY AS LESSEE AND THE BOARD AS LESSOR; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT; AUTHORIZING AND APPROVING THE ISSUANCE AND SALE BY THE AUTHORITY OF ITS LEASE REVENUE BONDS, SERIES 2022, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$50,000,000 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 OF AN INDENTURE OF TRUST, MORTGAGE, ASSIGNMENT OF LEASE AGREEMENT AND SECURITY AGREEMENT, AND OTHER DOCUMENTS REQUIRED IN CONNECTION THEREWITH; AUTHORIZING AND APPROVING THE USE OF A PRELIMINARY OFFICIAL STATEMENT AND A FINAL 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 (the “*Board of Education*”) of Duchesne County School District, Utah (the “*District*”) is a public corporation and legal subdivision of the State of Utah (the “*State*”) and regularly created, established, organized and existing under and by virtue of the Constitution and laws of the State;

WHEREAS, 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 on July 12, 1990 and a reincorporation resolution adopted by the Board of Directors of the Authority 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 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 Utah 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, pursuant to the provisions of the Building Authority Act and the Local Government Bonding Act, Title 11, Chapter 14, Utah Code Annotated 1953, as amended (collectively, the “*Act*”) the Authority has authority to issue its lease revenue bonds for the purpose of financing certain improvements for and on behalf of the Board of Education;

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, the Authority proposes to finance the Duchesne High Project and to pay costs of issuance by issuing its Lease Revenue Bonds, Series 2022 in an aggregate principal amount not to exceed \$50,000,000 (the “*Series 2022 Bonds*”), to be issued 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*;

WHEREAS, pursuant to the Act, a (a) Notice of Public Hearing and Intent to Issue Bonds (the “*Notice of Public Hearing*”) was published on the Utah Public Notice Website created under Section 63F-1-701, Utah Code Annotated 1953, as amended, on April 28, 2022 (no less than 14 days before the public hearing that was held on the date hereof), and (b) Notice of Bonds to be Issued (the “*Notice of Bonds*”) will be published once in the *Uintah Basin Standard*, a newspaper of general circulation in the District and will notice the Authority’s intent to issue bonds and 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, pursuant to the Act, a public hearing was held on May 12, 2022, to receive input from the public with respect to (i) the issuance by the Authority of the Series 2022 Bonds and (ii) any potential economic impact that the improvements, facility or property financed in whole or in part with the proceeds of the Series 2022 Bonds may have on the private sector;

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

WHEREAS, the Board of Education desires to approve the preparation, use and distribution of a Preliminary Official Statement (the “*Preliminary Official Statement*”), in substantially the form attached hereto as *Exhibit F*, and a final Official Statement, in substantially the form of the Preliminary Official Statement, with respect to the Series 2022 Bonds;

WHEREAS, the Authority and the County 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 the form before this meeting and attached hereto as *Exhibit G*;

WHEREAS, the Board of Education 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, under the Articles, the Authority may not exercise any of its powers without prior authorization by the Board of Education and, therefore, it is necessary that the Board of Education authorize certain actions by the Authority in connection with the transactions contemplated hereby in connection with the issuance of the Series 2022 Bonds; and

WHEREAS, there has been presented to the Board of Education the Lease, the Preliminary Official Statement, the Purchase Agreement, the Indenture, the Ground Lease, the Facilities Lease and the Construction Agency Agreement for the purpose of obtaining the approval and authorization of the Board of Education of the terms and provisions thereof and for the purpose of confirming the execution thereof (where required) as the official act of the Board of Education.

NOW, THEREFORE, BE IT RESOLVED by the Board of Education of Duchesne County School District, Utah, 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 of Education and by the officers of the Board of Education or the District directed toward the creation and establishment of the Authority, the issuance of the Series 2022 Bonds, including without limitation the financing and leasing of the Duchesne High Project by the Authority to the Board of Education pursuant to the Lease, are hereby ratified, approved and confirmed.

Section 2. The Board of Education hereby finds and determines, pursuant to the Constitution and laws of the State, that the leasing of the Duchesne High Project under the terms and provisions and for the purposes set forth in the Lease and the other documents, instruments and conveyances hereinafter approved and authorized, is necessary, convenient and in furtherance of the governmental and proprietary purposes of the Board of Education and is in the best interest of the citizens of the District, and the Board of Education hereby authorizes the financing of the Duchesne High Project by the Authority in accordance with the provisions of the Indenture and the leasing of the Duchesne High Project in the manner provided in the Lease. As provided in the Lease, the Board of Education and the Authority are hereby authorized to undertake the acquisition and construction of the Duchesne High Project and to execute and deliver agreements with respect to such acquisition and construction.

Section 3. For the purposes set forth above and in accordance with the Act, there is hereby approved 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 payable on the dates and at the rates per annum determined by the Designated Officer (defined below) in the Certificate of Determination (defined below). If the Designated Officer determines pursuant to Section 4 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.

Section 4. There is hereby delegated to the Designated Officer, subject to the limitations contained in this Resolution, the power to approve the following terms with respect to the Series 2022 Bonds and the Designated Officer is hereby authorized to make such approvals:

(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) 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 execute a Certificate of Determination, the form of which is attached hereto as *Exhibit H*, of the Designated Officer delivered pursuant to Section 3 of this Resolution, setting forth certain approved terms and provisions of the Series 2023 Bonds (the "*Certificate of Determination*"), containing such approved terms and provisions of the Series 2023 Bonds, which execution shall be conclusive evidence of the approval of the Series 2022 Bonds by 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 Business Administrator of the District; (b) the Superintendent of the Board of Education; or (b) any other officers or employees of the County who are duly authorized to execute contracts, obligations or other documents of the County.

Section 5. The Lease, the Preliminary Official Statement, the Purchase Agreement, the Indenture, the Ground Lease, the Facilities Lease 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 of the Board of Education is authorized to execute and deliver the Lease, the Ground Lease, the Facilities Lease, the Construction Agency Agreement, the Official Statement and the Purchase Agreement in the forms and with substantially the same content as attached hereto for and on behalf of the Board of Education. When authorized by the Board of Directors of the Authority, the Board of Education hereby approves and authorizes the execution and delivery of the Lease, the Purchase Agreement, the Indenture, the Ground Lease, the Facilities Lease and the Construction Agency Agreement, by the Authority in substantially the forms presented to this meeting and attached hereto as exhibits for and on behalf of the Authority.

Section 6. For the purpose of providing funds to finance the acquisition of the Duchesne High Project, fund a deposit to a debt service reserve fund, if necessary, and to pay certain costs of issuance 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 7. The Board of Education hereby authorizes the preparation and utilization of the Preliminary Official Statement in substantially the form attached hereto as *Exhibit G* and hereby approves the final Official Statement in substantially the form of the Preliminary Official Statement. If necessary, the President is hereby authorized to execute the final Official Statement evidencing its acceptance by the Board of Education.

Section 8. The Authority is authorized to issue and sell 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 Indenture.

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 in the form to be executed by the Authority. The Series 2022 Bonds shall mature prior to the expiration of the estimated useful life of the Duchesne High Project. The President of the Authority is hereby authorized to execute the Series 2022 Bonds and to deliver the Series 2022 Bonds to the order of the Underwriter. The Secretary/Treasurer of the Authority is authorized to attest to the signature of such President and to cause the seal of the Authority (or a facsimile thereof) to be affixed to the Series 2022 Bonds. The signatures of the President and the Secretary/Treasurer of the Authority may be by facsimile or manual execution.

Section 9. The appropriate officers of the Authority, the Board of Education and the District 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 Duchesne High Project, to acquire the Duchesne High Project and to lease the Duchesne High Project pursuant to the Lease, including, without limitation, the execution and delivery of any facilities leases, a continuing disclosure undertaking or agreement to provide for compliance with Rule 15c2-12 adopted by the Securities and Exchange Commission and any closing and other documents required to be delivered in connection with the sale and delivery of the Series 2022 Bonds.

Section 10. 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 Official Statement, the Indenture, the Series 2022 Bonds, 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 or any political subdivision of the State, 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 or any political subdivision of the State. The Series 2022 Bonds are not an indebtedness or a liability of the Board of Education, the Authority or the State.

Section 11. The President of the Board of Education is hereby authorized to make any alterations, changes or additions in the Lease, the Ground Lease, the Facilities Lease, the Purchase Agreement, the Preliminary Official Statement or the Official Statement herein approved and authorized necessary to correct errors or omissions therein, to remove ambiguities therefrom, or to conform the same to other provisions of such instruments and the agreement with the Underwriter, to the provisions of this Resolution, the Creating Resolution, or the provisions of the laws of the State or the United States.

Section 12. The appropriate officials of the Authority are authorized to make any alterations, changes or additions in the the Indenture, the Lease, the Ground Lease, the Facilities Lease, the Purchase Agreement, the Preliminary Official Statement or the Official Statement 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, or the provisions of the laws of the State 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 Business Administrator or anyone appointed to act in the capacity of the Business Administrator is hereby authorized to attest to all signatures and acts of any proper official of the Board of Education, and, as necessary, to place the seal of the Board of Education on the Lease, the Ground Lease, the Facilities Lease and the Purchase Agreement. The President of the Board of Education and other proper officials of the Board of Education or the District and each of them, are hereby authorized to execute and deliver for and on behalf of the Board of Education 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 of the Board of Education may, in his absence, be taken by the Vice President of the Board of Education.

Section 15. 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 Purchase Agreement and any other documents authorized, necessary or proper pursuant to this Resolution or any resolution of the Authority. The appropriate 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 authorized in this resolution and any resolution of the Authority.

Section 16. Pursuant to Section 17D-2-301 of the Building Authority Act, the plans and specifications for the Duchesne High Project previously presented to the Board of Education, are hereby approved, to the extent such plans and specifications have not previously been formally or informally approved by the Board of Education.

Section 17. To the extent necessary, the Board of Education hereby ratifies the prior reincorporation of the Authority as a nonprofit corporation pursuant to the Creating Resolution.

Section 18. This Resolution shall become effective immediately upon its adoption by the Board of Education.

Section 19. All bylaws, orders and resolutions of the Board of Education 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.

(Signature page follows.)

PASSED by the County Council of Salt Lake County, Utah, this 12th day of May, 2022.

BOARD OF EDUCATION OF DUCHESNE COUNTY
SCHOOL, UTAH

By _____
President

ATTEST:

Business Administrator

[SEAL]

EXHIBIT A

[ATTACH COPY OF DUCHESNE HIGH 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 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]