

A RESOLUTION OF THE THE BOARD OF EDUCATION OF WEBER SCHOOL DISTRICT, UTAH, AUTHORIZING THE EXECUTION AND DELIVERY OF AN EQUIPMENT LEASE/PURCHASE AGREEMENT WITH RESPECT TO THE ACQUISITION, FINANCING AND LEASING OF CERTAIN EQUIPMENT FOR THE PUBLIC BENEFIT WITHIN THE TERMS PROVIDED HEREIN; AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS REQUIRED IN CONNECTION THEREWITH; AND AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION.

WHEREAS, the Board of Education of Weber School District, Utah (the “Board” or “Lessee”), a public corporation and legal subdivision of the State of Utah (the “State”), is authorized by the laws of the State, in particular Section 53G-4-401(4) of the Utah Code Annotated 1953, as amended, to acquire, finance and lease personal property for the benefit of the Lessee and its inhabitants and to enter into contracts with respect thereto; and

WHEREAS, the Lessee desires to acquire, finance and lease certain _____ equipment with a cost not to exceed \$24,000,000 constituting personal property necessary for the Lessee to perform essential governmental functions (the “Equipment”); and

WHEREAS, in order to acquire and install such Equipment, the Lessee proposes to enter into that certain (a) Equipment Lease/Purchase Agreement (the “Agreement”) with Banc of America Public Capital Corp (or one of its affiliates), as lessor, the form of which is attached hereto as *Exhibit A* and (b) Energy Performance Contract (the “Contract” and, collectively with the Agreement, the “Transaction Documents”) with Johnson Controls, Inc., as energy services company, the form of which is attached hereto as *Exhibit B*; and

WHEREAS, the Board deems it for its benefit and for the efficient and effective administration of the Weber School District, Utah, to enter into the Transaction Documents and the other documentation relating to the acquisition, financing and leasing of the Equipment to be therein described on the terms and conditions therein and herein provided;

NOW, THEREFORE, BE IT AND IT IS HEREBY RESOLVED by the Board of Education of Weber School District, Utah, as follows:

Section 1. Findings and Determinations. It is hereby found and determined that the terms of the Agreement, in substantially the form attached hereto as *Exhibit A*, and the Contract, in substantially the form attached hereto as *Exhibit B*, are in the best interests of the Lessee for the acquisition, installation, financing and leasing of the Equipment.

Section 2. Approval of Documents. The forms, terms and provisions of the Transaction Documents are hereby approved in substantially the forms presented at this meeting, with such insertions, omissions and changes as shall be approved by the President of the Board or such other member of the Board executing the same, the execution of such documents being conclusive

evidence of such approval; and the President of the Board is hereby authorized and directed to execute, and the Business Administrator is hereby authorized and directed to attest, the Transaction Documents and any related Exhibits attached thereto and to deliver the Transaction Documents (including such Exhibits) to the respective parties thereto, and the Business Administrator is hereby authorized to affix the seal of the Lessee to such documents.

Section 3. Other Actions Authorized. The officers and employees of the Lessee shall take all action necessary or reasonably required by the parties to the Transaction Documents to carry out, give effect to and consummate the transactions contemplated thereby (including the execution and delivery of a Final Acceptance Certificate, an Escrow Agreement, Disbursement Requests and any tax certificate and agreement, as contemplated in the Agreement) and to take all action necessary in conformity therewith, including, without limitation, the execution and delivery of any closing and other documents required to be delivered in connection with the Transaction Documents.

Section 4. No General Liability. Nothing contained in this Resolution, the Transaction Documents, the Escrow Agreement nor any other instrument shall be construed with respect to the Lessee as incurring a pecuniary liability or charge upon the general credit of the Lessee or against its taxing power, nor shall the breach of any agreement contained in this Resolution, the Transaction Documents, the Escrow Agreement or any other instrument or document executed in connection therewith impose any pecuniary liability upon the Lessee or any charge upon its general credit or against its taxing power, except to the extent that the Rental Payments payable under the Agreement are limited obligations of the Lessee, subject to annual appropriation, as provided in the Agreement.

Section 5. Appointment of Authorized Lessee Representatives. The Business Administrator and the Assistant Business Administrator of the Lessee are each hereby designated to act as authorized representatives of the Lessee for purposes of the Agreement and the Escrow Agreement until such time as the governing body of the Lessee shall designate any other or different authorized representative for purposes of the Agreement or the Escrow Agreement.

Section 6. 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 7. Repealer. All bylaws, orders and resolutions or parts thereof, inconsistent herewith, are hereby repealed to the extent only of such inconsistency with respect to this Resolution. This repealer shall not be construed as reviving any bylaw, order, resolution or ordinance or part thereof.

Section 8. Effective Date. This Resolution shall be effective immediately upon its approval and adoption.

ADOPTED AND APPROVED this 2nd day of March, 2022.

BOARD OF EDUCATION OF WEBER SCHOOL
DISTRICT, UTAH

By _____
President

[SEAL]

ATTEST AND COUNTERSIGN:

By _____

Business Administrator

The undersigned, the duly appointed and acting Business Administrator of the Lessee identified in the above Resolution (the "*Resolution*"), hereby certifies that the Resolution is a full, true and correct copy of such Resolution as adopted by the Board of Education of Weber School District, Utah (the "*Board*"), on March 2, 2022. The Resolution is in full force and effect on the date hereof and has not been amended, modified or otherwise changed by the Board since the date of adoption of the Resolution.

DATED this 2nd day of March, 2022.

By _____

Business Administrator

EXHIBIT A

[ATTACH FORM OF EQUIPMENT LEASE/PURCHASE AGREEMENT]

EXHIBIT B

[ATTACH FORM OF ENERGY PERFORMANCE CONTRACT]