

Attachments  
to be Signed  
10-12-05

Put in Safe

Ballard Spahr

Santaquin, Utah

Resolution

October 5, 2005

10-1-05

The City Council (the "Council") of Santaquin City, Utah (the "City"), met in regular public session at the regular meeting place of the Council at 45 West 100 South, Santaquin, Utah, on Wednesday, October 5, 2005, at the hour of 7:00 p.m., with the following members of the Council being present:

Dennis Brandon  
Phillip Askerlund  
Martin Green  
Wesley Morgan  
Tracy Roberts  
Todd Starley

Mayor  
Councilmember  
Councilmember  
Councilmember  
Councilmember  
Councilmember

Also present:

Susan Farnsworth  
Stefan Chatwin

City Recorder  
City Manager

Absent:

Todd Starley

After the meeting had been duly called to order and after other matters not pertinent to this resolution had been discussed, the City Recorder presented to the Council a Certificate of Compliance With Open Meeting Law with respect to this October 5, 2005, meeting, a copy of which is attached hereto as Exhibit A.

Thereupon, the following resolution was introduced in written form, discussed in full, and pursuant to motion made by Councilmember Green and seconded by Councilmember Morgan adopted by the following vote:

AYE:

Askerlund                      Roberts  
Green  
Morgan

NAY:

WHEREAS, the Issuer desires to sell the Series 2005 Bonds to the Purchaser upon the terms set forth in said Bond Purchase Agreement; and

WHEREAS, the Series 2005 Bonds shall be payable solely from the Revenues and other moneys pledged therefor in the Indenture, and shall not constitute or give rise to a general obligation or liability of the Issuer or constitute a charge against its general credit or taxing powers:

NOW THEREFORE, IT IS HEREBY RESOLVED by the City Council of Santaquin City, Utah, as follows:

Section 1. The terms defined or described in the recitals hereto shall have the same meanings when used in the body of this Resolution.

Section 2. All actions heretofore taken (not inconsistent with the provisions of this Resolution), by the Council and by the officers of the Issuer directed toward the issuance and sale of the Series 2005 Bonds, are hereby ratified, approved and confirmed.

Section 3. The General Indenture attached hereto as Exhibit B and the First Supplemental Indenture attached hereto as Exhibit C are in all respects hereby authorized and approved, and the Mayor and City Recorder are hereby authorized and directed to execute and deliver the same on behalf of the Issuer.

Section 4. For the purpose of (a) financing the Project and (b) paying costs of issuance, the Issuer hereby authorizes the issuance of the Series 2005 Bonds which shall be designated "Santaquin City, Utah Sales Tax Revenue and Refunding Bonds, Series 2005."

Section 5. The Issuer hereby authorizes the issuance of the Series 2005 Bonds in the aggregate principal amount of \$1,300,000. The Series 2005 Bonds shall bear interest, shall be dated, shall be issued as fully registered Bonds, and shall mature as provided in the First Supplemental Indenture.

Section 6. The form, terms, and provisions of the Series 2005 Bonds and the provisions for the signatures, authentication, payment, registration, transfer, exchange, redemption, and number shall be as set forth in the Indenture. The Mayor and City Recorder are hereby authorized and directed to execute and seal the Series 2005 Bonds and to deliver said Bonds to the Trustee for authentication. The signatures of the Mayor and the City Recorder may be by facsimile or manual execution.

Section 7. The appropriate officials of the Issuer are hereby authorized and directed to execute and deliver to the Trustee the written order of the Issuer for authentication and delivery of the Series 2005 Bonds in accordance with the provisions of the Indenture.

Section 8. The Series 2005 Bonds shall be sold to the Purchaser in accordance with the Purchase Agreement presented to the Issuer. Said Bond Purchase Agreement in the form attached hereto as Exhibit D is hereby authorized and approved,

Section 14. It is hereby declared that all parts of this Resolution are severable, and if any section, clause or provision of this Resolution shall, for any reason, be held to be invalid or unenforceable, the invalidity or unenforceability of any such section, clause or provision shall not affect the remaining sections, clauses or provisions of this Resolution.

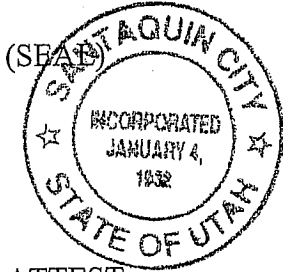
Section 15. For purposes of and in accordance with Section 265 of the Code, the Issuer hereby designates the Series 2005 Bonds as an issue qualifying for the exception for certain qualified tax-exempt obligations to the rule denying banks and other financial institutions 100% of the deduction for interest expenses which is allocable to tax-exempt interest. The Issuer reasonably anticipates that the total amount of tax-exempt obligations (other than obligations described in Section 265(b)(3)(C)(ii) of the Code) which will be issued by the Issuer and by any aggregated issuer during calendar year 2005 will not exceed \$10,000,000. For purposes of this Section, "aggregated issuer" means any entity which, (a) issues obligations on behalf of the Issuer, (b) derives its issuing authority from the Issuer, or (c) is directly or indirectly controlled by the Issuer within the meaning of Treasury Regulation Section 1.150-1(e). The Issuer hereby represents that (x) it has not created and does not intend to create and does not expect to benefit from any entity formed or availed of to avoid the purposes of Section 265(b)(3)(C) or (D) of the Code and (y) the total amount of obligations so designated by the Issuer and all aggregated issuers for the calendar year 2005 does not exceed \$10,000,000.

Section 16. All resolutions, orders and regulations or parts thereof heretofore adopted or passed which are in conflict herewith are, to the extent of such conflict, hereby repealed. This repealer shall not be construed so as to revive any resolution, order, regulation, or part thereof heretofore repealed.

Section 17. This Resolution shall take effect immediately upon its approval and adoption.

(Here follows business not pertinent to the above.)

Pursuant to motion duly made and seconded, the City Council adjourned.



By: Dennis C. Brandon  
Mayor

ATTEST:

By: S. J. Cumworth  
City Recorder

EXHIBIT A

CERTIFICATE OF COMPLIANCE WITH OPEN MEETING LAW

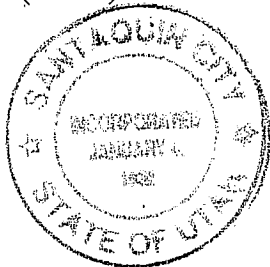
I, Susan Farnsworth, the duly qualified and acting City Recorder of Santaquin City, Utah (the "Issuer"), do hereby certify, according to the records of the Issuer in my official possession, and upon my own knowledge and belief, that in accordance with the requirements of Section 52-4-6(2), Utah Code Annotated 1953, as amended, I gave not less than twenty-four (24) hours public notice of the agenda, date, time, and place of the October 5, 2005 public meeting held by the Issuer as follows:

(a) By causing a Notice, in the form attached hereto as Schedule 1, to be posted at the Issuer's principal offices 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; and

(b) By causing a copy of such Notice, in the form attached hereto as Schedule 1, to be delivered to the Payson Chronicle at least twenty-four (24) hours prior to the convening of the meeting.

IN WITNESS WHEREOF, I have hereunto subscribed my signature this October 5, 2005.

(SEAL)



By: S. Farnsworth  
City Recorder



Susan B Farnsworth  
City Recorder  
45 West 100 South  
Santaquin, UT 84655  
(801) 592-4171 cell  
(801) 754-3211 ext 17  
(801) 754-3526 fax

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## MEMO

**TO:** Mayor Scovill, Council Members and the general Public

**FROM:** SUSAN

**DATE:** December 24, 2004

**RE:** Scheduling of the City Council Meetings and Work Sessions for the calendar year 2005

Regularly scheduled City Council Meetings will be held on the 1<sup>st</sup> and 3<sup>rd</sup> Wednesday of each month, beginning at 7:00 P.M. with Special Council Meetings being called as needed.

Regularly scheduled Council Work Sessions will be held on the 1<sup>st</sup> and 3<sup>rd</sup> Wednesday beginning at 5:30 P.M., the 2<sup>nd</sup> and 4<sup>th</sup> Wednesday beginning at 7:00 P.M. Special Work Sessions will be called as needed.

Quarterly the City Council will be holding joint Work Sessions with the Planning Commission. The dates for these Work Sessions will be determined on a as-needed basis.

EXHIBIT C

FIRST SUPPLEMENTAL INDENTURE OF TRUST.

(See Transcript Document No. \_\_)

EXHIBIT D

BOND PURCHASE AGREEMENT

(See Transcript Document No. \_\_)



affecting the corporate existence of the Issuer or the titles of its officers to their respective offices or seeking to prohibit, restrain, or enjoin the sale, issuance, or delivery of the Bonds or in any way contesting or affecting the transactions contemplated hereby or the validity or enforceability of the Bonds, the Resolution, the Indenture or this Purchase Agreement, or contesting the powers of the Issuer or any authority for the issuance, sale and delivery of the Bonds, the adoption of the Resolution and the Indenture, or the execution and delivery of this Purchase Agreement.

3. As conditions to the Purchaser's obligations hereunder:

(a) From the time of the execution and delivery of this Purchase Agreement to the Closing Date, there shall not have been any (i) material adverse change in the financial condition or general affairs of the Issuer; (ii) event, court decision, proposed law, or rule which may have the effect of changing the federal income tax incidents of the Bonds or the interest thereon or the contemplated transaction; or (iii) international or national crisis, suspension of stock exchange trading, or banking moratorium materially affecting, in the Purchaser's opinion, the market price of the Bonds.

(b) At the Closing, the Issuer will deliver or make available to the Purchaser:

(i) The Bonds, in definitive form, duly executed;

(ii) A certificate from authorized officers of the Issuer, in form and substance acceptable to the Purchaser, to the effect that the representations and information of the Issuer contained in this Purchase Agreement delivered to us with respect to the Issuer are true and correct when made and as of the Closing;

(iii) Acknowledgment of the costs of issuance budget with respect to the issuance of the Bonds;

(iv) The approving opinion of Ballard Spahr Andrews & Ingersoll, LLP, Bond Counsel, satisfactory to the Purchaser dated the Closing Date, relating to the legality and validity of the Bonds and the excludability of interest on the Bonds from gross income of the holders thereof for federal income tax purposes;

(v) Such additional certificates, instruments, and other documents as the Purchaser may deem necessary with respect to the issuance and sale of the Bonds, all in form and substance satisfactory to the Purchaser.

4. The Issuer will pay the cost of the fees and disbursements of financial advisor, counsel to the Issuer and of Bond Counsel, and the cost of preparing and printing the Bonds.

EXHIBIT A

DESCRIPTION OF BONDS

1. Issue Size: \$1,300,000
2. Purchase Price: \$1,297,000
3. Purchaser's Fee: \$3,000
4. Accrued Interest: 0
5. Interest Payment Date: February 15 and August 15, beginning February 15, 2006
6. Interest Rates: See below
7. Maturity Dates: See below
8. Dated Date: October 13, 2005 (or such other date agreed to by the Purchaser and the Issuer)
9. Form: Registered Bonds
10. Closing Date: October 13, 2005 (or such other date agreed to by the Purchaser and the Issuer)
11. Redemption: The Bonds are subject to optional redemption at any time, in whole or in part, as provided in the Indenture.

<u>Maturity Date</u> <u>(August 15)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2015	\$1,300,000	4.25%