

Salt Lake City, Utah

October 15, 2019

The County Council (the “Council”) of Salt Lake County, Utah (the “County”), met in regular public session at the regular meeting place of the Council in Salt Lake City, Utah, on October 15, 2019, at the hour of 4:00 p.m., with the following members of the Council being present:

Richard Snelgrove	Chair and Councilmember
Shireen Ghorbani	Councilmember
Jim Bradley	Councilmember
Arlyn Bradshaw	Councilmember
Michael Jensen	Councilmember
Aimee Winder Newton	Councilmember
Ann Granato	Councilmember
Steve DeBry	Councilmember
Max Burdick	Councilmember

Also present:

Craig Wangsgard	Deputy District Attorney
Jennifer Wilson	Mayor

Absent:

After the meeting had been duly called to order and after other matters not pertinent to this resolution had been discussed, there was presented to the Council a Certificate of Compliance with Open Meeting Law with respect to this October 15, 2019 meeting, a copy of which is attached hereto as Exhibit A.

The following resolution was then considered, fully discussed, and pursuant to motion duly made by _____ and seconded by _____, was adopted by the following vote:

AYE:

NAY:

The resolution was then signed by the Chair and recorded in the official records of the County Council. The resolution is as follows:

RESOLUTION NO. _____

A RESOLUTION OF THE COUNTY COUNCIL OF SALT LAKE COUNTY, UTAH (THE "COUNTY"), AUTHORIZING THE ISSUANCE AND SALE OF NOT MORE THAN \$21,000,000 AGGREGATE PRINCIPAL AMOUNT OF SALES TAX REVENUE BONDS, SERIES 2019 (THE "SERIES 2019 BONDS"); FIXING THE MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF THE SERIES 2019 BONDS, THE MAXIMUM NUMBER OF YEARS OVER WHICH THE SERIES 2019 BONDS MAY MATURE, THE MAXIMUM INTEREST RATE WHICH THE SERIES 2019 BONDS MAY BEAR, AND THE MAXIMUM DISCOUNT FROM PAR AT WHICH THE SERIES 2019 BONDS MAY BE SOLD; DELEGATING TO CERTAIN OFFICERS OF THE COUNTY THE AUTHORITY TO APPROVE THE FINAL TERMS AND PROVISIONS OF THE SERIES 2019 BONDS WITHIN THE PARAMETERS SET FORTH HEREIN; PROVIDING FOR THE PUBLICATION OF A NOTICE OF PUBLIC HEARING AND BONDS TO BE ISSUED; PROVIDING FOR THE RUNNING OF A CONTEST PERIOD AND SETTING OF A PUBLIC HEARING DATE; AUTHORIZING AND APPROVING A SUPPLEMENTAL INDENTURE, A PRELIMINARY OFFICIAL STATEMENT, AN OFFICIAL STATEMENT, A BOND PURCHASE AGREEMENT, AND OTHER DOCUMENTS REQUIRED IN CONNECTION THEREWITH; AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION; AND RELATED MATTERS.

WHEREAS, the County Council (the "Council") of the County desires to assist in financing a portion of the cost of acquiring, designing, constructing and equipping homeless shelters within the County for the benefit of County residents (the "Project"); and

WHEREAS, to accomplish the purposes set forth in the preceding recital, and subject to the limitations set forth herein, the County desires to issue the Series 2019 Bonds (to be issued from time to time as one or more series and with such other series or title designation(s) as may be determined by the County), pursuant to (a) the Local Government Bonding Act, Title 11, Chapter 14, Utah Code Annotated 1953, as amended (the "Act"), (b) this Resolution, and (c) the General Indenture of Trust dated as of November 15, 2001, as previously amended and supplemented, (the "General Indenture"), and a Supplemental Indenture to be entered into in connection with the Series 2019 Bonds (the "Supplemental Indenture" and together with the General Indenture, the "Indenture"), with such Supplemental Indenture in substantially the form attached hereto as Exhibit B; and

WHEREAS, pursuant to the provisions of the Act, the County has the authority to finance improvements, facilities or property that the County is authorized by law to acquire, improve or extend; and

WHEREAS, in order to provide housing and facilities for homeless individuals and to achieve the general public purposes of the County, the County has entered into a Loan Agreement dated August 27, 2019 (the “Loan Agreement”) between the County and Shelter the Homeless, Inc. (the “Borrower”) pursuant to which the County is loaning the Borrower up to \$21,000,000 (the “Loan”) for use in completing construction of the Project; and

WHEREAS, the County has previously expressed its intent that the County may use County funds for the Project and the Loan and that the proceeds of the Series 2019 Bonds would be used to reimburse the County for the Loan or to fund the Loan and the Project; and

WHEREAS, in addition, in order to obtain the full benefit of the federal tax incentives available to the financing of the Project and to achieve the general public purposes of the County, the County may lend all or a portion of the proceeds of the Series 2019 Bonds to a private entity (other than the Borrower) to acquire all or a portion of the Project, but retain to the Borrower the beneficial use of such portions of the Project; and

WHEREAS, the Council has determined that assisting with the financing of the Project is in furtherance of the health, safety and welfare of the County’s residents and is therefor a reasonable use of the County’s authority to issue the Series 2019 Bonds; and

WHEREAS, the Act provides that prior to issuing bonds, an issuing entity must (a) give notice of its intent to issue such bonds and (b) hold a public hearing to receive input from the public with respect to (i) the issuance of the bonds and (ii) the potential economic impact that the improvement, facility or property for which the bonds pay all or part of the cost will have on the private sector; and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986 (the “Code”) requires that, in order for the Series 2019 Bonds to be tax-exempt, a properly noticed public hearing with respect to the issuance of such bonds and the facilities to be financed thereby be held and that following such hearing approval be provided by the Mayor or the Council; and

WHEREAS, the County desires to call a public hearing for these purposes and to publish a notice of such hearing with respect to the Series 2019 Bonds, including a notice of bonds to be issued, in compliance with the Act and the Code; and

WHEREAS, there has been presented to the Council at this meeting a form of a bond purchase agreement (the “Bond Purchase Agreement”) in the event that the Series 2019 Bonds are sold in a negotiated underwriting or placement, in substantially the form attached hereto as Exhibit C to be entered into between the County and the underwriter or the purchaser selected by the County for the Series 2019 Bonds and, in the event that the Series 2019 Bonds are not sold pursuant to a negotiated underwriting or placement, there has been presented to the Council at this meeting a form of an official notice of bond sale (the “Official Notice of Bond Sale”) providing for the sale of the Series 2019 Bonds pursuant to competitive public bid; and

WHEREAS, in the event that the Designated Officer (defined below) determines that it is in the best interests of the County to publicly offer all or a portion of the Series 2019 Bonds, the Council desires to approve and authorize a form of Preliminary Official Statement relating to the Series 2019 Bonds (the “Preliminary Official Statement”) and to approve a final Official Statement (the “Official Statement”) in substantially the form as the Preliminary Official Statement, and other documents relating thereto; and

WHEREAS, as permitted by Section 11-14-302 of the Act and in order to allow flexibility in setting the pricing date of the Series 2019 Bonds, the Council desires to grant to any one of the Mayor or her designee (collectively, the “Mayor”), the Chief Financial Officer or the Treasurer of the County (each a “Designated Officer”) the authority to: (a) solicit and receive competitive bids from, or to negotiate the purchase with, potential purchasers/underwriters of the Series 2019 Bonds and to select the purchaser/underwriter for the Series 2019 Bonds; (b) approve the principal amounts, interest rates, terms, maturities, redemption features, and purchase price at which the Series 2019 Bonds shall be sold, including whether tax-exempt or taxable interest rates, and (c) execute a Terms Certificate setting forth the final terms of the Series 2019 Bonds (the “Terms Certificate”), provided that such final terms do not exceed the parameters set forth in Section 1 of this Resolution (the “Parameters”); and

NOW, THEREFORE BE IT RESOLVED by the County Council of Salt Lake County, Utah, as follows:

Section 1. For the purpose of (a) financing the Project including reimbursing the County for amounts advanced on the Loan, (b) funding a deposit to a debt service reserve fund, if desirable, and (c) paying costs of issuance of the Series 2019 Bonds, the County hereby authorizes the issuance of the Series 2019 Bonds which shall be designated “Salt Lake County, Utah Sales Tax Revenue Bonds, Series 2019” (to be issued from time to time as one or more series and with such other series or title designation(s) as may be determined by the County) in the aggregate principal amount of not to exceed \$21,000,000. The Series 2019 Bonds shall mature in not more than twenty-one (21) years from their date or dates, shall be sold at a price not less than ninety-eight percent (98%) of the total principal amount thereof, shall bear interest at a rate or rates of not to exceed five and one-half percent (5.50%) per annum, as shall be approved by the Designated Officer, all within the Parameters set forth herein.

Section 2. The Designated Officer is hereby authorized to select the method of sale of the Series 2019 Bonds to the underwriter/purchaser and to specify and agree as to the final principal amounts, terms, discounts, maturities, interest rates and whether tax-exempt or taxable, redemption features, and purchase price with respect to the Series 2019 Bonds for and on behalf of the County, provided that such terms are within the Parameters. The determination of the final terms and provisions for the Series 2019 Bonds by the Designated Officer shall be evidenced by the execution of a Terms Certificate in substantially the form presented at this meeting and attached hereto as Exhibit E.

Section 3. The Supplemental Indenture and the Bond Purchase Agreement in substantially the forms presented to this meeting and attached hereto as Exhibits B and C, respectively, are hereby authorized, approved, and confirmed. The Mayor and County

Clerk are hereby authorized to execute and deliver the Supplemental Indenture and the Bond Purchase Agreement (for a negotiated underwriting or placement) in substantially the forms and with substantially the content as the forms presented at this meeting for and on behalf of the County, with final terms as may be established by the Designated Officer within the Parameters set forth herein, and with such alterations, changes or additions as may be necessary or as may be authorized by Section 5 hereof.

Section 4. The County hereby authorizes the utilization of the Preliminary Official Statement and the Official Notice of Bond Sale (in the case of a competitive bid) in the form attached hereto as Exhibit D in the marketing of the Series 2019 Bonds and hereby approves the Official Statement in substantially the same form as the Preliminary Official Statement with information established at the time of sale of the Series 2019 Bonds. The Mayor is hereby authorized to execute the Official Statement evidencing its approval by the County.

Section 5. The Mayor or Designated Officer or other appropriate officials of the County are authorized to make any alterations, changes or additions to the Indenture, the Preliminary Official Statement, the Official Statement, the Series 2019 Bonds, the Bond Purchase Agreement, the Terms Certificate or any other document herein authorized and approved which may be necessary to conform the same to the final terms of the Series 2019 Bonds (within the Parameters), to correct errors or omissions therein, to complete the same, to remove ambiguities therefrom, or to conform the same to other provisions of said instruments, to the provisions of this Resolution or any resolution adopted by the Council or the provisions of the laws of the State of Utah or the United States.

Section 6. The form, terms, and provisions of the Series 2019 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 the County Clerk (or any deputy county clerk, collectively, the “County Clerk”) are hereby authorized and directed to execute and seal the Series 2019 Bonds and to deliver said Series 2019 Bonds to the Trustee for authentication. The signatures of the Mayor and the County Clerk may be by facsimile or manual execution.

Section 7. The Mayor or other Designated Officer or other appropriate officials of the County are hereby authorized and directed to execute and deliver to the Trustee the written order of the County for authentication and delivery of the Series 2019 Bonds in accordance with the provisions of the Indenture.

Section 8. Upon their issuance, the Series 2019 Bonds will constitute special limited obligations of the County payable solely from and to the extent of the sources set forth in the Series 2019 Bonds and the Indenture. No provision of this Resolution, the Indenture, the Series 2019 Bonds, or any other instrument, shall be construed as creating a general obligation of the County, or of creating a general obligation of the State of Utah or any political subdivision thereof, or as incurring or creating a charge upon the general credit of the County or its taxing powers.

Section 9. The Mayor or other Designated Officer and other appropriate officials of the County, and each of them, are hereby authorized and directed to execute

and deliver for and on behalf of the County any or all additional certificates, documents and other papers and to perform all other acts they may deem necessary or appropriate in order to implement and carry out the matters authorized in this Resolution and the documents authorized and approved herein.

Section 10. After the Series 2019 Bonds are delivered by the Trustee to the underwriter or purchaser and upon receipt of payment therefor, this Resolution shall be and remain irrevocable until the principal of, premium, if any, and interest on the Series 2019 Bonds are deemed to have been duly discharged in accordance with the terms and provisions of the Indenture.

Section 11. The County shall hold a public hearing on November 5, 2019 to comply with Section 147(f) of the Code and the Act and to receive input from the public with respect to (a) the issuance of the Series 2019 Bonds, and (b) the potential economic impact that the improvements to be financed with the proceeds of the Series 2019 Bonds will have on the private sector, which hearing date shall not be less than fourteen (14) days after notice of the public hearing is first published and such publication shall be made (i) once a week for two consecutive weeks in The Salt Lake Tribune and Deseret News, newspapers of general circulation in the County, (ii) on the Utah Public Notice Website created under Section 63F-1-701, Utah Code Annotated 1953, as amended, and (iii) on the Utah Legal Notices website (www.utahlegals.com) created under Section 45-1-101, Utah Code Annotated 1953, as amended. The County Clerk shall cause a copy of this Resolution (together with all exhibits hereto) to be kept on file in the County offices, for public examination during the regular business hours of the County until at least thirty (30) days from and after the last date of the newspaper publication thereof. The County directs its officers and staff to publish a "Notice of Public Hearing and Bonds to be Issued" in substantially the following form:

NOTICE OF PUBLIC HEARING AND BONDS TO BE ISSUED

NOTICE IS HEREBY GIVEN pursuant to the provisions of the Local Government Bonding Act, Title 11, Chapter 14, Utah Code Annotated 1953, as amended (the “Act”) and Section 147(f) of the Internal Revenue Code of 1986, that on October 15, 2019, the County Council (the “Council”) of Salt Lake County, Utah (the “County”), adopted a resolution (the “Resolution”) in which it authorized the issuance of the County’s Sales Tax Revenue Bonds, Series 2019 (the “Series 2019 Bonds”) (to be issued in one or more series and with such other series or title designation(s) as may be determined by the County), and called a public hearing to receive input from the public.

TIME, PLACE, LOCATION AND PURPOSE OF PUBLIC HEARING

The County shall hold a public hearing on November 5, 2019, at the hour of 4:00 p.m. in Room N1-110, County Governance Center, 2001 S. State Street Salt Lake City, Utah. The purpose of the hearing is to receive input from the public with respect to (a) the issuance of the Series 2019 Bonds for the Project described herein and (b) any potential economic impact that the Project to be financed with the proceeds of the Series 2019 Bonds may have on the private sector. All members of the public are invited to attend and participate.

PURPOSE FOR ISSUING THE SERIES 2019 BONDS

The Series 2019 Bonds may be issued as “qualified 501(c)(3) bonds” under Section 147(f) of the Internal Revenue Code of 1986, as amended, for the purpose of (a) financing a portion of the cost of acquiring, designing, constructing and equipping homeless shelters within the County (the “Project”), (b) funding any debt service reserve funds, as desirable, and (c) paying costs of issuance of the Series 2019 Bonds. All or any portion of the Series 2019 Bonds may be used with respect to each separate component of the Project. The Project is expected to be owned by Shelter the Homeless, Inc. a Utah non-profit corporation (the “Borrower”), and the County expects to lend all or a portion of the proceeds of the Series 2019 Bonds to the Borrower to acquire and construct the Project. The Borrower may contract with one or more other entities to operate or manage the Project. The Project will be located at the following addresses:

3380 South 1000 West
South Salt Lake City, Utah

242 West Paramount Ave.
Salt Lake City, Utah

131 East 700 South
Salt Lake City, Utah

In order to obtain the full benefit of the federal tax incentives available to the financing of the Project and to achieve the general public purposes of the County, the County may lend all or a portion of the proceeds of the Series 2019 Bonds to a private entity (other than the Borrower) to acquire all or a portion of the Project, but retain to the Borrower the beneficial use of such portions of the Project.

PARAMETERS OF THE SERIES 2019 BONDS

The County intends to issue the Series 2019 Bonds in the aggregate principal amount of not more than Twenty-One Million Dollars (\$21,000,000), to mature in not more than twenty-one (21) years from their date or dates, to be sold at a price not less than ninety-eight percent (98%) of the total principal amount thereof and bearing interest at a rate or rates not to exceed five and one-half percent (5.50%) per annum. The Series 2019 Bonds are to be issued and sold by the County pursuant to the Resolution and a General Indenture of Trust dated as of November 15, 2001 as heretofore amended and supplemented and a Supplemental Indenture to be entered into in connection with the Series 2019 Bonds (together, the "Indenture") which were before the Council in substantially final form at the time of the adoption of the Resolution and said Supplemental Indenture is to be executed by the County in such form and with such changes thereto as shall be approved by the County; provided that the principal amount, interest rate or rates, maturity, and discount of the Series 2019 Bonds will not exceed the maximums set forth above. The County reserves the right to not issue the Series 2019 Bonds for any reason and at any time up to the issuance of the Series 2019 Bonds.

SALES AND USE TAXES PROPOSED TO BE PLEDGED

The County proposes to pledge all of the revenues produced by the sales and use taxes levied by the County under the County Option Sales and Use Tax Act, Title 59, Chapter 12, Part 11, Utah Code Annotated 1953, as amended for the Series 2019 Bonds (the "Revenues").

OUTSTANDING BONDS SECURED BY PLEDGED TAXES

The County currently has \$130,411,000 of parity bonds outstanding secured by the Revenues.

OTHER OUTSTANDING BONDS OF THE COUNTY

Additional information regarding the County’s outstanding bonds may be found in the County’s financial report (the “Financial Report”) at: <http://secure.utah.gov/auditor-search/>. For additional information, including any information more recent than as of the date of the Financial Report, please contact Darrin Casper, Deputy Mayor for Finance and Administration at (385) 468-7075.

TOTAL ESTIMATED COST OF BONDS

Based on the County’s current plan of finance and a current estimate of interest rates, the total principal and interest cost of the Series 2019 Bonds, if held until maturity, is \$26,065,759.

A copy of the Resolution and the Indenture are on file in the office of the County Clerk in Room N2-700 of the County Government Center, 2001 S. State Street, Salt Lake City, Utah, where they may be examined during regular business hours of the County Clerk from 8:00 a.m. to 5:00 p.m. Monday through Friday, for a period of at least thirty (30) days from and after the date of publication of this notice.

NOTICE IS FURTHER GIVEN that a period of thirty (30) days from and after the 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 (only as it pertains to the Series 2019 Bonds), or the Series 2019 Bonds, or any provision made for the security and payment of the Series 2019 Bonds, and that 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 Salt Lake County, Utah may sign a written petition requesting an election to authorize the issuance of the Series 2019 Bonds. If written petitions which have been signed by at least 20% of the registered voters of Salt Lake County, Utah are filed with the County during said 30-day period, the County shall be required to hold an election to obtain voter authorization prior to the issuance of the Series 2019 Bonds. If fewer than 20% of the registered voters of Salt Lake County, Utah file a written petition during said 30-day period, the County may proceed to issue the Series 2019 Bonds without an election.

DATED this October 15, 2019.

/s/ Sherrie Swensen
County Clerk

Section 12. The County hereby reserves the right to opt not to issue the Series 2019 Bonds for any reason, including without limitation, consideration of the opinions expressed at the public hearing.

Section 13. All resolutions or parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed and this Resolution shall be in full force and effect immediately upon its approval and adoption.

Section 14. The County has previously declared its intention and reasonable expectation to use proceeds of tax-exempt bonds to reimburse itself for initial expenditures for costs of the Project. The Series 2019 Bonds are to be issued, and the reimbursements made, by the later of 18 months after the payment of the costs or after the Project is placed in service, but in any event, no later than three years after the date the original expenditure was paid.

APPROVED AND ADOPTED this October 15, 2019.

(SEAL)

By: _____
Chair

ATTEST:

By: _____
County Clerk

Approved As To Form

Craig Wangsgard
Craig Wangsgard, 10-10-19
Deputy District Attorney

(Other business not pertinent to the foregoing appears in the minutes of the meeting.)

Upon the conclusion of all business on the Agenda, the meeting was adjourned.

(SEAL)

By: _____
Chair

ATTEST:

By: _____
County Clerk

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

I, the undersigned Deputy County Clerk of Salt Lake County, Utah (the “County”), do hereby certify according to the records of the County Council of the County (the “County Council”) in my official possession that the foregoing constitutes a true and correct excerpt of the minutes of the meeting of the County Council held on October 15, 2019, including a resolution (the “Resolution”) adopted at said meeting as said minutes and Resolution are officially of record in my possession.

I further certify that the Resolution, with all exhibits attached, was deposited in my office on October 15, 2019.

IN WITNESS WHEREOF, I have hereunto subscribed my signature and impressed hereon the official seal of said County, this October 15, 2019.

(SEAL)

By: _____
Deputy County Clerk

EXHIBIT A

CERTIFICATE OF COMPLIANCE WITH
OPEN MEETING LAW

I, the undersigned Deputy County Clerk of Salt Lake County, Utah (the “County”), do hereby certify, according to the records of the County in my official possession, and upon my own knowledge and belief, that in accordance with the requirements of Section 52-4-202, 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 15, 2019, public meeting held by the County Council of the County (the “County Council”) as follows:

(a) By causing a Notice, in the form attached hereto as Schedule 1, to be posted at the principal offices of the County on October ____, 2019, 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;

(b) By causing a copy of such Notice, in the form attached hereto as Schedule 1, to be delivered to The Salt Lake Tribune on October ____, 2019, at least twenty-four (24) hours prior to the convening of the meeting; and

(c) By causing a copy of such Notice, in the form attached hereto as Schedule 1, to be posted on the Utah Public Notice Website (<http://pmn.utah.gov>) at least twenty-four (24) hours prior to the convening of the meeting.

In addition, the Notice of 2019 Annual Meeting Schedule for the County Council (attached hereto as Schedule 2) was given specifying the date, time, and place of the regular meetings of the County Council to be held during the year, by causing said Notice to be (a) posted on _____, at the principal office of the County Council, (b) provided to at least one newspaper of general circulation within the County on _____, and (c) published on the Utah Public Notice Website (<http://pmn.utah.gov>) during the current calendar year.

IN WITNESS WHEREOF, I have hereunto subscribed my official signature this October 15, 2019.

(SEAL)

By: _____
Deputy County Clerk

SCHEDULE 1
NOTICE OF MEETING

SCHEDULE 2
ANNUAL MEETING SCHEDULE

(attach Proof of Publication of
Notice of Public Hearing and Bonds to be Issued)

EXHIBIT B

FORM OF INDENTURE

(See Transcript Document Nos. __ and __)

EXHIBIT C

FORM OF BOND PURCHASE AGREEMENT

(See Transcript Document No. __)

EXHIBIT D

FORM OF PRELIMINARY OFFICIAL STATEMENT AND
OFFICIAL NOTICE OF BOND SALE

(See Transcript Document No. __)

EXHIBIT E

FORM OF TERMS CERTIFICATE

(See Transcript Document No. __)