

Salt Lake City, Utah

November 5, 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 November 5, 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 November 5, 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 ITS CONVENTION HOTEL REVENUE BONDS, SERIES 2019, IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT MORE THAN \$55,000,000 (THE "SERIES 2019 BONDS"); TO FINANCE THE CONSTRUCTION, EQUIPPING AND FURNISHING OF A CONVENTION HOTEL; AUTHORIZING THE EXECUTION BY THE COUNTY OF AN INDENTURE OF TRUST, A BOND PURCHASE AGREEMENT, A LOAN AGREEMENT, AND OTHER DOCUMENTS REQUIRED IN CONNECTION THEREWITH; APPROVING A PRIVATE PLACEMENT MEMORANDUM OR OTHER BOND OFFERING DOCUMENT; PROVIDING FOR THE PUBLICATION OF A NOTICE OF BONDS TO BE ISSUED; PROVIDING FOR THE RUNNING OF A CONTEST PERIOD; AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION; AND RELATED MATTERS.

WHEREAS, Salt Lake County, Utah (the "County") is authorized by the Industrial Facilities and Development Act, Title 11, Chapter 17, Utah Code Ann. 1953, as amended, (the "Act") to issue revenue bonds for the purpose of defraying the cost of financing, acquiring, constructing, and furnishing land, buildings, facilities and improvements which are suitable for use by any corporation for any business purposes; and

WHEREAS, the Act provides that a municipality or county may issue revenue bonds for the purpose of using substantially all of the proceeds thereof to pay or to reimburse a company for the costs of the acquisition and construction of the facilities of a project and that title to or in such facilities may at all times remain in the company and in such case the bonds of the county shall be secured by a pledge of one or more notes, debentures, bonds or other secured or unsecured debt obligations of the company; and

WHEREAS, there has been presented to the County at this meeting a request from Salt Lake City CH, LLC (the "Borrower"), a _____ limited liability company, asking the County to authorize the issuance and sale of the County's Hotel Revenue Bonds (the "Series 2019 Bonds"), the proceeds of which will be used to finance certain expenditures to be incurred by the Borrower for the construction, equipping and furnishing of a convention hotel located in Salt Lake City, Utah (the "Project"); and

WHEREAS, in order to finance the construction, equipping and furnishing of the Project for the benefit of the Borrower, pursuant to and in accordance with the provisions of the Act, the County desires to authorize the issuance of the Series 2019 Bonds in an aggregate principal amount of \$55,000,000 and the execution and delivery of an Indenture of Trust and a Loan Agreement providing for the issuance of the Series 2019

Bonds and to loan the proceeds of the Series 2019 Bonds to the Borrower to accomplish the foregoing purposes in compliance with the Act and the rules of the County; and

WHEREAS, in furtherance of the purposes of the County, it has been deemed appropriate and necessary that the County authorize the issuance of the Series 2019 Bonds and prescribe and establish conditions and other appropriate matters with respect to the issuance of the Series 2019 Bonds; and

WHEREAS, Section 11-17-16 of the Act provides for the publication of a Notice of Bonds to be Issued, and the County desires to publish such a notice at this time in compliance with the Act with respect to the Bonds; and

WHEREAS, the Series 2019 Bonds shall be special, limited obligations of the County payable solely from and secured by revenues, rights, interests, and collections pledged therefor under the Indenture, and shall not be a general obligation of the County or of the State of Utah or any subdivision thereof; and

WHEREAS, there has been presented to the County at this meeting a form of an Indenture of Trust (the "Indenture") to be entered into between the County and Zions Bancorporation, National Association, as trustee (the "Trustee") a copy of which is attached hereto as Exhibit B, a form of a Loan Agreement (the "Loan Agreement") a copy of which is attached hereto as Exhibit C, to be entered into between the Borrower and the County under which the Borrower will agree to repay said loan and will agree to use the proceeds of said loan to finance certain improvements to the Project, a form of Bond Purchase Agreement relating to the Series 2019 Bonds (the "Purchase Agreement") to be entered into among the County, Piper Jaffray & Co. LLC (the "Purchaser") and the Borrower, a copy of which is attached hereto as Exhibit D, and a form of private placement memorandum (the "Private Placement Memorandum") a copy of which is attached hereto as Exhibit E, to be used in marketing the Series 2019 Bonds;

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

Section 1. Words used in the foregoing recitals shall have the same meanings when used in the body of this resolution.

Section 2. The County hereby finds, determines and declares that the issuance of the Series 2019 Bonds to provide funds to finance certain improvements to the Project is in furtherance of the public purposes set forth in the Act and in compliance with the provisions of the Act, and that the issuance of the Series 2019 Bonds is therefore in the public interest.

Section 3. The Indenture and the Loan Agreement in substantially the forms presented at this meeting are in all respects authorized, approved and confirmed. The County Mayor or her designee (collectively, the "Mayor") and the County Clerk or Deputy County Clerk (collectively, the "County Clerk") of the County are hereby authorized to execute, attest, seal and deliver the Indenture and the Loan Agreement in the forms and with substantially the same content as presented at this meeting for and on

behalf of the County with such alterations, changes or additions as may be authorized by Section 11 hereof.

Section 4. Pursuant to the Act and the Indenture, the County hereby authorizes the issuance and sale of the Series 2019 Bonds which shall be designated “Salt Lake County, Utah Hotel Revenue Bonds, Series 2019” (with such additional designations as may be provided in the Indenture) in the aggregate principal amount of not to exceed \$55,000,000. The Series 2019 Bonds shall be issued only in fully registered form, shall mature within thirty (30) years of the date of issuance thereof and shall bear interest at fixed and/or variable interest rates of not to exceed seven percent (7%) per annum, as set forth in the Indenture and be sold at a price of not less than ninety-seven percent (97%) of the principal amount thereof.

Section 5. 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 are hereby authorized to execute, attest and seal by facsimile the Series 2019 Bonds and to deliver said Bonds to the Trustee for authentication.

Section 6. The appropriate officials of the County are hereby authorized 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 7. The Series 2019 Bonds shall be sold to the Purchaser in accordance with the provisions of the Purchase Agreement. The Mayor and the County Clerk are hereby authorized to execute and deliver the Purchase Agreement, in substantially the form and with substantially the same content as presented at this meeting for and on behalf of the County with such alterations, changes or additions as may be authorized by Section 11 hereof. The Mayor is hereby authorized to specify and agree as to the final terms of the Series 2019 Bonds for and on behalf of the County by the execution of the Purchase Agreement and the Indenture, provided such terms are within the parameters set by this resolution.

Section 8. The County hereby authorizes the utilization by the Purchaser of the Private Placement Memorandum or other bond offering document in substantially the form attached hereto as EXHIBIT E in the marketing of the Series 2019 Bonds.

Section 9. The appropriate officers of the County, including, without limitation, the Mayor, Deputy Mayor, Chief Financial Officer, and County Clerk, are authorized to take all action necessary or reasonably required by the Purchase Agreement, the Indenture and the Loan Agreement to carry out, give effect to and consummate the transactions as contemplated thereby and are authorized to take all action necessary in conformity with the Act.

Section 10. 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 said Bonds, the Loan Agreement and the Indenture. No provision of this resolution or of the Purchase Agreement, the Indenture, the Loan Agreement, the Series

2019 Bonds, the Private Placement Memorandum, or any other instrument contemplated hereby, shall be construed as creating a general obligation of the County, the State of Utah or any political subdivision thereof, or as incurring or creating a charge upon the general credit of the County.

Section 11. The appropriate officials of the County, including, without limitation, the Mayor, are authorized to make any alterations, changes or additions in the Indenture, the Loan Agreement, the Series 2019 Bonds, the Purchase Agreement or any other document herein authorized and approved which may be necessary or desirable to conform the same to the provisions of such documents, to the laws of the United States or the State of Utah, to the agreement with the Purchaser and the Foundation or otherwise, provided that the obligation of the County shall not be other than as provided in Section 10 hereof and in the Indenture.

Section 12. In accordance with the provisions of the Act, the County Clerk is hereby authorized to publish a "Notice of Bonds to be Issued" (i) one time in *The Salt Lake Tribune* and *Deseret News*, newspapers of general circulation within 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 "Notice of Bonds to be Issued" shall be in substantially the form attached hereto as EXHIBIT F.

Section 13. If any provisions of this resolution should be held invalid, the invalidity of such provisions shall not affect the validity of any of the other provisions of this resolution.

Section 14. The appropriate officials of the County, including without limitation the Mayor, Deputy Mayor, the Chief Financial Officer, and the County Clerk 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 15. After any of the Series 2019 Bonds are delivered by the Trustee to the 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 fully discharged in accordance with the terms and provisions of the Indenture.

Section 16. No member or employee of the County has any interest, direct or indirect, in the transactions contemplated by the County herein.

Section 17. All resolutions of the County or parts thereof, inconsistent herewith, are hereby repealed to the extent only of such inconsistency.

Section 18. This resolution shall become effective immediately upon its adoption.

APPROVED AND ADOPTED this NOVEMBER 5, 2019.

(SEAL)

By: _____
Chair

ATTEST:

By: _____
Deputy County Clerk

(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: _____
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 _____, 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 _____, 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 _____, 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 _____, 2019.

(SEAL)

By: _____
Deputy County Clerk

SCHEDULE 1 – NOTICE OF MEETING

SCHEDULE 2 – ANNUAL MEETING SCHEDULE

Attachment – (attach Proof of Publication of Notice of Bonds to be Issued)

EXHIBIT B

FORM OF INDENTURE

(See Transcript Document No. __)

EXHIBIT C

FORM OF LOAN AGREEMENT

(See Transcript Document No. __)

EXHIBIT D

FORM OF BOND PURCHASE AGREEMENT

(See Transcript Document No. __)

EXHIBIT E

FORM OF PRIVATE PLACEMENT MEMORANDUM

(See Transcript Document No. __)

EXHIBIT F

FORM OF NOTICE OF BONDS TO BE ISSUED

NOTICE IS HEREBY GIVEN pursuant to the provisions of the Utah Industrial Facilities and Development Act, Title 11, Chapter 17, Utah Code Annotated 1953, as amended, that on November 5, 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 Hotel Revenue Bonds, Series 2019 (or such other designation as may be determined) (the "Bonds") in the aggregate principal amount of not to exceed \$55,000,000 and to mature in not more than 30 years. Pursuant to the Resolution, the County proposes to lend the proceeds of the Series 2019 Bonds to Salt Lake City CH, LLC, a _____ limited liability company (the "Borrower") for the purpose of financing a convention hotel (the "Project"). The Project will be located to be located adjacent to the Salt Palace Convention Center in Salt Lake City at approximately 200 South West Temple in Salt Lake City, Utah. The Project and related property and improvements will be owned by the Borrower.

The County is authorized to issue the Bonds pursuant to the Act. The Bonds will be special limited obligations of the County payable solely from amounts provided by the Borrower, including monies and securities held from time to time under an Indenture of Trust under which the Bonds are to be issued (the "Indenture") and certain sales taxes to be paid to the Borrower. The Bonds and the interest thereon will not be a debt of the County or of the State of Utah or any political subdivision, and neither the County nor the State of Utah or any political subdivision will be liable thereon, and in no event will the Bonds or the interest thereon be payable out of any funds or properties other than those of the County expressly provided therefor under the Indenture. The Bonds will not constitute indebtedness within the meaning of any constitutional or statutory debt limitation or restriction.

The Bonds are to be issued and sold by the County pursuant to the Resolution, including as part of said Resolution a form of the Indenture and the Loan Agreement. A copy of the Resolution, the Indenture, and the Loan Agreement are on file in the office of the County Clerk in the County offices at 2001 South State Street, #N2100A, Salt Lake City, Utah, where they may be examined during regular business hours of the County from 8:00 a.m. to 5:00 p.m. 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 any person in interest shall have the right to contest the legality of the Resolution, the Indenture, the Loan Agreement, 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 that after such time, no one shall have any cause of action to contest the regularity, formality or legality thereof for any cause whatsoever.

DATED this November 5, 2019.

/s/ Sherrie Swensen

County Clerk