

Park City, Utah

January 15, 2019

The City Council (the “Council”) of Park City, Utah, met in regular public session at the regular meeting place of the Council in Park City, Utah, on Tuesday, January 15, 2019, at the hour of 6:00 p.m., with the following members of the Council being present:

Andy Beerman	Mayor
Becca Gerber	Councilmember
Tim Henney	Councilmember
Steve Joyce	Councilmember
Lynn Ware-Peek	Councilmember
Nann Worel	Councilmember

Also present:

Michelle Kellogg	City Recorder
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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 January 15, 2019, meeting, a copy of which is attached hereto as Exhibit A.

The following resolution was then introduced in written form, was fully discussed, and pursuant to motion duly made by Councilmember \_\_\_\_\_ and seconded by Councilmember \_\_\_\_\_, was adopted by the following vote:

AYE:

NAY:

The resolution is as follows:

RESOLUTION NO. 02-2019

A RESOLUTION OF THE CITY COUNCIL OF PARK CITY, UTAH (THE “ISSUER”), AUTHORIZING THE ISSUANCE AND SALE OF NOT MORE THAN \$32,000,000 AGGREGATE PRINCIPAL AMOUNT OF SALES TAX REVENUE BONDS, SERIES 2019; FIXING THE MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF THE BONDS, THE MAXIMUM NUMBER OF YEARS OVER WHICH THE BONDS MAY MATURE, THE MAXIMUM INTEREST RATE WHICH THE BONDS MAY BEAR, AND THE MAXIMUM DISCOUNT FROM PAR AT WHICH THE BONDS MAY BE SOLD; DELEGATING TO CERTAIN OFFICERS OF THE ISSUER THE AUTHORITY TO APPROVE THE FINAL TERMS AND PROVISIONS OF THE BONDS WITHIN THE PARAMETERS SET FORTH HEREIN; PROVIDING FOR A PUBLIC HEARING AND THE PUBLICATION OF A NOTICE OF PUBLIC HEARING AND BONDS TO BE ISSUED; PROVIDING FOR THE RUNNING OF A CONTEST PERIOD; AUTHORIZING AND APPROVING A SUPPLEMENTAL INDENTURE, A PRELIMINARY OFFICIAL STATEMENT, AN OFFICIAL STATEMENT, A BOND PURCHASE AGREEMENT, AN OFFICIAL NOTICE OF BOND SALE 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 City Council (the “Council”) of the Issuer desires to (a) finance (i) a portion of the costs of a revolving program of acquiring and constructing affordable housing units within the Issuer, (ii) additional parking and plaza improvements within the Issuer, (iii) road improvements within the Issuer, (iv) open space acquisition and related improvements and (v) park, recreation and community center improvements (collectively, the “Series 2019 Project”), (b) fund any necessary debt service reserve funds and (c) pay costs of issuance with respect to the Series 2019 Bonds herein described; and

WHEREAS, in connection with the housing improvements described above, the Council has determined that there is a need for the Issuer to work with its Housing Authority (including as authorized by Section 35A-8-425 of the Utah Code Annotated 1953, as amended (the “Utah Code”), its Redevelopment Agency (including as authorized by Sections 17C-1-411 and 412 of the Utah Code) and others to facilitate the development of additional affordable and attainable housing units within the Issuer in order to preserve the core community values of Park City and for the Issuer to use appropriate means to assure that such housing units remain affordable including through the Issuer retaining an interest in such units by deed restrictions and otherwise; and

WHEREAS, the Issuer is permitted by the provisions of Utah law, including Utah Code Section 10-8-2 to purchase, improve and dispose of real and personal property that

is in the public interest and the Council has determined that the land and improvements to be financed as provided herein is all in the public interest; and

WHEREAS, in connection with such housing improvements, the Issuer may use a portion of the proceeds of the Series 2019 Bonds for the construction of housing within a redevelopment project area, for redevelopment purposes and that is intended to be sold without deed or other restrictions, and the proceeds of such sale used to acquire and construct additional affordable housing units with such restrictions; and

WHEREAS, to accomplish the purposes set forth in the preceding recitals, and subject to the limitations set forth herein, the Issuer desires to issue its Sales Tax Revenue Bonds, Series 2019 (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 Issuer), pursuant to (a) the Local Government Bonding Act, Title 11, Chapter 14, Utah Code (the "Act"), (b) this Resolution, and (c) a previously executed General Indenture of Trust (the "General Indenture"), and a Supplemental Indenture (the "Supplemental Indenture" and together with the General Indenture, the "Indenture"), each between the Issuer and Zions Bancorporation, National Association (the "Trustee"), with such Supplemental Indenture in substantially the form presented to the meeting at which this Resolution was adopted and which is attached hereto as Exhibit B; 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, the Issuer desires to call a public hearing for this purpose 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

WHEREAS, there has been presented to the Council at this meeting a form of a bond purchase agreement (the "Bond Purchase Agreement"), in substantially the form attached hereto as Exhibit C to be entered into between the Issuer and the underwriter or the purchaser (the "Underwriter/Purchaser") selected by the Issuer for any portion of the Series 2019 Bonds in the event that the Series 2019 Bonds are not sold pursuant to a public bid with an official notice of bond sale or similar document; and

WHEREAS, in the event that the Designated Officers (defined below) determine that it is in the best interests of the Issuer to publicly offer all or a portion of the Series 2019 Bonds, the Issuer desires to authorize the use and distribution of one or more of a Preliminary Official Statement (the "Preliminary Official Statement") in substantially the form attached hereto as Exhibit D, including a form of an Official Notice of Bond Sale or a substantially similar document for use with or without a Preliminary Official Statement (the "Official Notice of Bond Sale") in the case where the Series 2019 Bonds are sold at a competitive sale, 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, in order to allow the Issuer flexibility in setting the pricing date of the Series 2019 Bonds to optimize debt service costs to the Issuer, the Council desires to grant to any one of the Mayor, any authorized Mayor Pro Tem, the City Manager, and the Finance Manager (collectively, the “Designated Officers”), the authority to (a) determine whether all or a portion of the Series 2019 Bonds should be sold pursuant to a private placement or a public offering (including via a negotiated underwriting or public bid); (b) approve the principal amounts, interest rates, terms, maturities, redemption features, and purchase price at which the Series 2019 Bonds shall be sold; (c) select the Underwriter/Purchaser of the Series 2019 Bonds or execute a Certificate of Award confirming the sale of the Series 2019 Bonds to the winning bidder pursuant to the Official Notice of Bond Sale; (d) determine whether the Series 2019 Bonds shall be issued as federally tax-exempt or taxable bonds; and (e) make any changes with respect to the Series 2019 Bonds and the documents approved herein from those terms which were before the Council at the time of adoption of this Resolution, provided such terms do not exceed the parameters set forth for such terms in this Resolution (the “Parameters”);

NOW, THEREFORE, it is hereby resolved by the City Council of Park City, Utah, as follows:

Section 1. For the purpose of (a) financing the Series 2019 Project, (b) funding a deposit to a debt service reserve fund, if necessary, and (c) paying costs of issuance of the Series 2019 Bonds, the Issuer hereby authorizes the issuance of the Series 2019 Bonds which shall be designated “Park City, 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 Issuer) in the aggregate principal amount of not to exceed \$32,000,000. The Series 2019 Bonds shall mature in not more than fifteen (15) 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, and shall bear interest at a rate or rates of not to exceed five and a half percent (5.5%) per annum, all as shall be approved by the Designated Officers, within the Parameters set forth herein.

Section 2. The Designated Officers are hereby authorized to select the Underwriter/Purchaser and specify and agree as to the method of sale (among competitive sale or negotiated sale (including a private placement without the use of an Official Statement), the final principal amounts, terms, discounts, maturities, interest rates, redemption features, and purchase price with respect to the Series 2019 Bonds and whether the Series 2019 Bonds shall be issued as federally tax-exempt or taxable bonds, for and on behalf of the Issuer, provided that such terms are within the Parameters set by this Resolution. The selection of the method of sale via a private placement, negotiated underwriting, or competitive sale, the selection of the Underwriter/Purchaser and the determination of the final terms and redemption provisions for the Series 2019 Bonds by the Designated Officers shall be evidenced by the execution of a Certificate of Award (the “Certificate of Award”) in substantially the form attached hereto as Exhibit E in the

case where the Series 2019 Bonds are sold at a competitive sale or the Bond Purchase Agreement if the Series 2019 Bonds are sold at a private or negotiated underwriting sale in substantially the form attached hereto as Exhibit C. The form of the Certificate of Award and of the Bond Purchase Agreement are hereby authorized, approved and confirmed.

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 or Mayor pro tem (the “Mayor”) and City Recorder or Deputy City Recorder (the “City Recorder”) are hereby authorized to execute and deliver the Supplemental Indenture in substantially the form and with substantially the content as the form presented at this meeting for and on behalf of the Issuer, with final terms as may be established by the Designated Officers 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. Should the Designated Officers determine to have the Series 2019 Bonds underwritten, as a public offering, the Issuer hereby authorizes the utilization of the Preliminary Official Statement (including an Official Notice of Bond Sale, as needed) 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. The Mayor is hereby authorized to execute the Official Statement evidencing its approval by the Issuer.

Section 5. The appropriate officials of the Issuer are authorized to make any alterations, changes or additions to the Indenture, the Series 2019 Bonds, the Preliminary Official Statement (including, but not limited to, the addition of an official notice of bond sale), the Official Statement, the Series 2019 Bonds, the Bond Purchase Agreement, the Certificate of Award 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 set by this Resolution), to conform to any applicable bond insurance or reserve instrument or to remove the same, 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 City Recorder 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 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 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 Issuer 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 Issuer, 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 Issuer or its taxing powers.

Section 9. The appropriate officials of the Issuer, and each of them, are hereby authorized and directed to execute and deliver for and on behalf of the Issuer 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/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 Issuer shall hold a public hearing on February 14, 2019 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, such notice to be published (i) once a week for two consecutive weeks in The Park Record, a newspaper of general circulation in the Issuer, (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](http://www.utahlegals.com)) created under Section 45-1-101, Utah Code Annotated 1953, as amended. The City Recorder shall cause a copy of this Resolution (together with all exhibits hereto) to be kept on file in the Issuer's offices, for public examination during the regular business hours of the Issuer until at least thirty (30) days from and after the last date of the newspaper publication thereof. The Issuer 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"), that on January 15, 2019, the City Council (the "Council") of Park City, Utah (the "Issuer"), adopted a resolution (the "Resolution") in which it authorized the issuance of the Issuer's Sales Tax Revenue Bonds, Series 2019 (the "Bonds") (to be issued in one or more series and with such other series or title designation(s) as may be determined by the Issuer), and called a public hearing to receive input from the public with respect to the Bonds.

### PURPOSE, TIME, PLACE AND LOCATION OF PUBLIC HEARING

The Issuer shall hold a public hearing on February 14, 2019, at the hour of 6:00 p.m. at 445 Marsac Avenue, Park City, Utah. The purpose of the hearing is to receive input from the public with respect to (a) the issuance of the Bonds and (b) any potential economic impact that the Project to be financed with the proceeds of the Bonds may have on the private sector. All members of the public are invited to attend and participate.

### PURPOSE FOR ISSUING THE BONDS

The Bonds will be issued for the purpose of (a) financing (i) a portion of the costs of a revolving program of the Issuer of acquiring and constructing affordable housing units within the Issuer, (ii) additional parking and plaza improvements within the Issuer, (iii) road improvements within the Issuer, (iv) open space acquisition and related improvements and (v) park, recreation and community center improvements (collectively, the "Series 2019 Project"), (b) funding any debt service reserve funds, as necessary, and (c) paying costs of issuance of the Bonds.

In connection with the housing improvements described above, (i) the Council has determined that there is a need for the Issuer to work with its Housing Authority, its Redevelopment Agency and others to facilitate the development of additional affordable and attainable housing units within the Issuer in order to preserve the core community values of Park City and for the Issuer to use appropriate means to assure that such housing units remain affordable including through the Issuer retaining an interest in such units by deed restriction and otherwise and (ii) the Issuer may use a portion of the proceeds of the Bonds for the construction of housing within a redevelopment project area, for redevelopment purposes and that is intended to be sold without deed or other restrictions, and the proceeds of such sale used to acquire and construct additional affordable housing units with such restrictions.

### PARAMETERS OF THE BONDS

The Issuer intends to issue the Bonds in the aggregate principal amount of not more than Thirty-Two Million Dollars (\$32,000,000) to mature in not more than fifteen (15) 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 a half percent (5.5%) per annum. The Bonds are to be issued and sold by the Issuer pursuant to the Resolution, including as part of said Resolution, a General

Indenture of Trust (previously entered into) and a Supplemental Indenture of Trust (together, the “Indenture”) which were before the Council and attached to the Resolution with the Supplemental Indenture in substantially final form at the time of the adoption of the Resolution and said Supplemental Indenture is to be executed in such form and with such changes thereto as shall be approved by designated officers of the Issuer; provided that the principal amount, interest rate or rates, maturity, and discount of the Bonds will not exceed the maximums set forth above.

#### EXCISE TAXES PROPOSED TO BE PLEDGED

The Issuer proposes to pledge (i) 100% of the Local Option Sales and Use Tax revenues received by the Issuer pursuant to Title 59, Chapter 12, Part 2, Utah Code Annotated 1953, as amended (the “Utah Code”), (ii) 100% of the Resort Communities Tax and Additional Resort Communities Tax revenues received by the Issuer pursuant to Title 59, Chapter 12, Part 4 of the Utah Code, and (iii) 100% of the Transient Room Taxes received by the Issuer pursuant to Title 59, Chapter 12, Part 352, of the Utah Code (collectively, the “Revenues”) to the payment of the Bonds.

#### OUTSTANDING BONDS SECURED BY PLEDGED TAXES

The Issuer currently has \$48,015,000 of bonds outstanding secured by all or a portion of the Revenues.

#### OTHER OUTSTANDING BONDS OF THE ISSUER

Additional information regarding the Issuer’s outstanding bonds may be found in the Issuer’s financial report (the “Financial Report”) at: <https://reporting.auditor.utah.gov/searchreport>. For additional information, including any information more recent than as of the date of the Financial Report, please contact Rebecca Gillis, Finance Manager at (435) 615-5229.

#### TOTAL ESTIMATED COST OF BONDS

Based on the Issuer’s current plan of finance and a current estimate of interest rates, the total principal and interest cost of the Bonds if held until maturity, is approximately \$40,300,000.

A copy of the Resolution and the Indenture are on file in the office of the Park City Recorder, 445 Marsac Avenue, Park City, Utah, where they may be examined during regular business hours of the City Recorder 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 (but only as it relates to the Bonds), or the Bonds, or any provision made for the security and payment of the 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 Park City, Utah may sign a written petition requesting an

election to authorize the issuance of the Bonds. If written petitions which have been signed by at least 20% of the registered voters of Park City, Utah are filed with the Issuer during said 30-day period, the Issuer shall be required to hold an election to obtain voter authorization prior to the issuance of the Bonds. If fewer than 20% of the registered voters of Park City, Utah file a written petition during said 30-day period, the Issuer may proceed to issue the Bonds without an election.

DATED this January 15, 2019.

\_\_\_\_\_  
/s/ Michelle Kellogg  
City Recorder

Section 12. The Issuer 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 Issuer hereby declares 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. The maximum principal amount of the Series 2019 Bonds which will be issued to finance the reimbursed costs of the Project is not expected to exceed \$32,000,000.

APPROVED AND ADOPTED this January 15, 2019.

(SEAL)

By: \_\_\_\_\_  
Mayor

ATTEST:

By: \_\_\_\_\_  
City Recorder

(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: \_\_\_\_\_  
Mayor

ATTEST:

By: \_\_\_\_\_  
City Recorder

STATE OF UTAH )  
 : ss.  
COUNTY OF SUMMIT )

I, Michelle Kellogg, the duly appointed and qualified City Recorder of Park City, Utah (the "City"), do hereby certify according to the records of the City Council of the City (the "City Council") in my official possession that the foregoing constitutes a true and correct excerpt of the minutes of the meeting of the City Council held on January 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 January 15, 2019.

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

(SEAL)

By: \_\_\_\_\_  
City Recorder

EXHIBIT A

CERTIFICATE OF COMPLIANCE WITH  
OPEN MEETING LAW

I, Michelle Kellogg, the undersigned City Recorder of Park City, Utah (the “City”), do hereby certify, according to the records of the City 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 January 15, 2019, public meeting held by the City Council of the City (the “City Council”) as follows:

(a) By causing a Notice, in the form attached hereto as Schedule 1, to be posted at the 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;

(b) By causing a copy of such Notice, in the form attached hereto as Schedule 1, to be delivered to The Park Record 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 City Council (attached hereto as Schedule 2) was given specifying the date, time, and place of the regular meetings of the City Council to be held during the year, by causing said Notice to be (a) posted on \_\_\_\_\_, at the principal office of the City Council, (b) provided to at least one newspaper of general circulation within the City 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 January 15, 2019.

(SEAL)

By: \_\_\_\_\_  
City Recorder

SCHEDULE 1  
NOTICE OF MEETING

SCHEDULE 2

ANNUAL MEETING SCHEDULE

EXHIBIT B  
FORM OF INDENTURE

EXHIBIT C

FORM OF BOND PURCHASE AGREEMENT

EXHIBIT D

FORM OF PRELIMINARY OFFICIAL STATEMENT

EXHIBIT E  
CERTIFICATE OF AWARD