

RESOLUTION NO. _____

A RESOLUTION OF THE ADMINISTRATIVE CONTROL BOARD OF THE NORTH TOOELE COUNTY FIRE PROTECTION SERVICE DISTRICT, AUTHORIZING THE EXECUTION AND DELIVERY OF A GROUND LEASE AGREEMENT BY AND BETWEEN THE DISTRICT AND THE MUNICIPAL BUILDING AUTHORITY OF TOOELE COUNTY, UTAH; AND RELATED MATTERS.

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WHEREAS, Tooele County, Utah (the "County") has previously authorized and directed the creation of the Municipal Building Authority of Tooele County, Utah (the "Authority") pursuant to the provisions of Resolution No. 89-2 (the "Creating Resolution"); and

WHEREAS, pursuant to the direction of the Board of County Commissioners of the County (the "County Board") contained in the Creating Resolution, the Authority has been duly and regularly created and established, and is organized and existing as a nonprofit corporation under and by virtue of the provisions of the Constitution and the laws of the State of Utah, including, in particular, the provisions of the Utah Municipal Building Authority Act, Title 17A, Chapter 3, Part 9, Utah Code Annotated 1953, as amended, and the Utah Nonprofit Corporation and Co-operative Association Act, Chapter 6, Title 16, Utah Code Annotated 1953, as amended (collectively, the "Acts"); and

WHEREAS, under the Articles of Incorporation of the Authority (the "Articles"), the objects and purposes for which the Authority has been founded and incorporated are to acquire, improve or extend one or more projects and to finance their cost on behalf of the County in accordance with the procedures and subject to the limitations of the Acts in order to accomplish the public purposes for which the County exists; and

WHEREAS, the Authority is possessed under the Articles of all powers set forth in the Acts and the Constitution and other laws of the State of Utah, including, without limitation, the power to acquire, own, hold, lease and improve real and personal property, and to enter into agreements providing for a lease, mortgage or other conveyance of real and personal property and to issue its notes, bonds or other obligations; and

WHEREAS, on January 4, 1989, the County Board created the North Tooele County Fire Protection Service District (the "District"), pursuant to the provisions of the Utah Special Service District Act, Title 17A, Chapter 2, Part 13, Utah Code Annotated 1953, as amended (the "Special Service District Act"); and

WHEREAS, on December 1, 1987, the County Board, pursuant to the Special Service District Act, adopted Resolution F87-3 creating the Administrative Control Board

of the District (the "District Board"), and delegating to the District Board all powers and duties permitted by the Special Service District Act; and

WHEREAS, the District owns certain real property located in Tooele County, Utah (the "Site") and desires to acquire, construct and furnish on the Site a project consisting of certain buildings, structures, improvements and furnishings (the "Improvements") consisting of a 6-bay fire station (the Site and the Improvements being collectively referred to herein as the "Project"); and

WHEREAS, the County and the Authority desire to assist the District in the financing of all or a portion of the Improvements through a plan of financing whereby (a) the District will lease the Site to the Authority pursuant to a ground lease agreement (the "Ground Lease Agreement (Fire Station)"), to be dated as of December 1, 1993, (b) the Authority will issue its \$3,660,000 aggregate principal amount Lease Revenue Bonds (County Facilities Project), Series 1993 (the "Bonds"), (c) the Authority will cause the acquisition and construction of the Improvements on the Site, and will pay all or a portion of the costs thereof with a portion of the proceeds of the Bonds, (d) the Authority will lease the Improvements, and sublease the Site, to the County pursuant to a lease agreement (the "Lease"), (e) the County will sublease the Project to the District pursuant to a sublease agreement (the "Sublease"), and (f) lease payments by the District will be assigned to a trustee and pledged to secure the Bonds; and

WHEREAS, the Board desires at this time to authorize the execution and delivery of the Ground Lease Agreement (Fire Station) and any other actions required to consummate the transaction contemplated thereby,

NOW THEREFORE, BE IT AND IT IS HEREBY RESOLVED BY THE ADMINISTRATIVE CONTROL BOARD OF THE NORTH TOOELE COUNTY FIRE PROTECTION SERVICE DISTRICT, 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. The forms of the Ground Lease Agreement (Fire Station), attached hereto as Exhibit B, is hereby authorized and approved with such additions, modifications, deletions and changes thereto as may be deemed necessary or appropriate and approved by the District Chairman, whose execution thereof on behalf of the District shall conclusively establish such necessity, appropriateness and approval with respect to all such additions, modifications, deletions and changes incorporated therein. The District is authorized to lease the Site to the Authority pursuant to the Ground Lease Agreement (Fire Station).

SECTION 3. The District Chairman is hereby authorized and directed to execute and deliver the Ground Lease for and on behalf of the District.

SECTION 4. The District Secretary is hereby authorized and directed to attest the District Chairman's execution of the Ground Lease Agreement (Fire Station) on behalf of the District, and to impress or imprint the seal of the District thereon.

SECTION 5. The District Chairman and District Secretary and all other appropriate officers of the District are hereby authorized to take all other actions necessary or reasonably required to carry out, give effect to and consummate the transactions contemplated hereby and by the Ground Lease Agreement (Fire Station).

SECTION 6. It is hereby declared that all parts of this Resolution are severable, and 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 any such section, paragraph, clause or provision shall not affect the remaining provisions of this Resolution.

SECTION 7. All resolutions, orders and regulations or parts thereof heretofore adopted or passed which are in conflict with any of the provisions of this Resolution are, to the extent of such conflict, hereby repealed.

SECTION 8. This Resolution shall take effect immediately upon its approval and adoption by the Board.

ADOPTED AND APPROVED this 23rd day of December, 1993.

NORTH TOOELE COUNTY FIRE
PROTECTION SERVICE DISTRICT

Attest:



Secretary

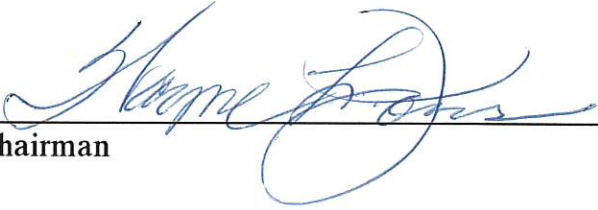
By 

Chairman

[S E A L]

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

The meeting was then adjourned.



Chairman

[S E A L]

ATTEST:



Secretary

EXHIBIT B

[Here attach form of Ground Lease Agreement (Fire Station).]

STATE OF UTAH)
) ss.
COUNTY OF TOOELE)

I, Scott Frost, do hereby certify that I am the duly qualified and acting Secretary of the North Tooele County Fire Protection Service District. I further certify that the above and foregoing constitutes a full, true and correct copy of the minutes of a special public meeting of the Administrative Control Board of the North Tooele County Fire Protection Service District, held on December 23, 1993, and of a resolution adopted at said meeting, insofar as said minutes pertain to the matters above set forth, as said minutes and resolution are officially of record in my possession.

IN WITNESS WHEREOF, I have hereunto subscribed my official signature and impressed hereon the official seal of North Tooele County Fire Protection Service District this 23rd day of December, 1993.



Secretary

[S E A L]