

RESOLUTION 2005-24

A RESOLUTION OF THE CITY COUNCIL OF BLUFFDALE CITY, UTAH (THE "ISSUER"), FINALIZING THE TERMS AND CONDITIONS OF THE ISSUANCE AND SALE BY THE ISSUER OF ITS SALES TAX REVENUE REFUNDING BONDS, SERIES 2005 IN THE AGGREGATE PRINCIPAL AMOUNT OF \$2,000,000 (THE "SERIES 2005 BONDS"); AWARDED AND CONFIRMING THE SALE OF SAID SERIES 2005 BONDS; AUTHORIZING THE EXECUTION BY THE ISSUER OF A SECOND SUPPLEMENTAL INDENTURE OF TRUST, A BOND PURCHASE AGREEMENT, AN ESCROW DEPOSIT AGREEMENT AND OTHER DOCUMENTS REQUIRED IN CONNECTION THEREWITH; AUTHORIZING AND APPROVING AN OFFICIAL STATEMENT; RATIFYING AND APPROVING THE USE OF A PRELIMINARY OFFICIAL STATEMENT; AND AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO THE CONSUMMATION OF THE TRANSACTION CONTEMPLATED BY THIS RESOLUTION; PROVIDING A SEVERABILITY CLAUSE; REPEALING RESOLUTIONS AND ORDERS IN CONFLICT; PROVIDING AN EFFECTIVE DATE; AND RELATED MATTERS.

WHEREAS, Bluffdale City, Utah (the "Issuer"), has previously issued its Sales Tax Revenue Bonds, Series 2003 (the "Series 2003 Bonds") pursuant to a General Indenture of Trust dated as of August 1, 2003, as heretofore amended and supplemented (the "General Indenture") between the Issuer and U.S. Bank National Association, as trustee (the "Trustee"); and

WHEREAS, the Issuer desires to use the proceeds of the Series 2005 Bonds (as defined below) to (i) refund that portion of the Series 2003 Bonds maturing on and after August 1, 2009 (the "Refunded Bonds"), (ii) fund a deposit to a debt service reserve fund and (iii) pay the costs of issuance of the Series 2005 Bonds; and

WHEREAS, pursuant to the provisions of the Utah Refunding Bond Act, Title 11, Chapter 27, Utah Code Annotated 1953, as amended (the "Act"), the Issuer has authority to issue bonds for the purposes set forth above; and

WHEREAS, in order to accomplish the foregoing, the Issuer desires to issue its Sales Tax Revenue Refunding Bonds, Series 2005, in an aggregate principal amount of \$2,000,000, pursuant to the Act, the General Indenture and a Second Supplemental Indenture of Trust dated as of August 1, 2005, between the Issuer and the Trustee (the "Second Supplemental Indenture" and collectively with the General Indenture, the "Indenture"); and

WHEREAS, pursuant to the direction contained in the Parameters Resolution, the Issuer has prepared and distributed a Preliminary Official Statement dated July 8, 2005 (the "Preliminary Official Statement"), with respect to the Series 2005 Bonds; and

WHEREAS, the Council desires to ratify the use and distribution of the Preliminary Official Statement, a copy of which is attached hereto as Exhibit C, in connection with the issuance and sale of the Series 2005 Bonds; and

WHEREAS, the Council desires to approve a Final Official Statement in substantially the form attached hereto as Exhibit D, with respect to the Series 2005 Bonds and other documents relating thereto; and

WHEREAS, the City has negotiated the purchase of the Series 2005 Bonds with, and desires to sell the Series 2005 Bonds to, Zions First National Bank (the "Underwriter") pursuant to a Bond Purchase Agreement (the "Bond Purchase Agreement") dated July 14, 2005, to be entered into by and between the City and the Underwriter substantially in the form presented at the meeting at which this Resolution was adopted and which is attached hereto as Exhibit E; and

WHEREAS, in order to provide for the refunding of the Refunded Bonds, the Issuer desires to approve an Escrow Deposit Agreement between the Issuer and U.S. Bank National Association, as escrow agent (the "Escrow Deposit Agreement") in substantially the form attached hereto as Exhibit F; and

WHEREAS, in the opinion of the Council, it is in the best interest of the City that the offer of the Underwriter be accepted and the Series 2005 Bonds be sold to the Underwriter pursuant to the terms of the 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 ad valorem taxing powers:

NOW THEREFORE, IT IS HEREBY RESOLVED by the City Council of Bluffdale 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 Issuer 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 Second Supplemental Indenture in substantially the form attached hereto as Exhibit B is 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 (i) refunding the Refunded Bonds; (ii) funding a deposit to a debt service reserve fund; and (iii) paying costs of issuance associated with the Series 2005 Bonds, the Issuer hereby authorizes the issuance of the Series 2005 Bonds which shall be designated "Sales Tax Revenue Refunding Bonds, Series 2005."

Section 5. The Issuer hereby authorizes the issuance of the Series 2005 Bonds in the aggregate principal amount of \$2,000,000. The Series 2005 Bonds shall bear interest, shall be dated, shall be issued as fully registered Bonds, shall mature on the dates and in the amounts and be subject to redemption, all as provided in the 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 Issuer hereby ratifies and reaffirms the utilization of the Preliminary Official Statement in the form attached hereto as Exhibit C and hereby approves the final Official Statement in substantially the form attached hereto as Exhibit D. The Mayor is hereby authorized to execute the final Official Statement for and on behalf of the Issuer.

Section 9. The Series 2005 Bonds shall be sold to the Underwriter in accordance with the Bond Purchase Agreement presented to the Issuer. Said Bond Purchase Agreement in the form attached hereto as Exhibit E is hereby authorized and approved, and the Mayor and City Recorder are hereby authorized to execute and deliver said Bond Purchase Agreement on behalf of the Issuer.

Section 10. The Escrow Deposit Agreement in the form attached hereto as Exhibit F is hereby authorized and approved, and the Mayor and City Recorder are hereby authorized to execute and deliver said Escrow Deposit Agreement on behalf of the Issuer.

Section 11. Upon their issuance, the Series 2005 Bonds will constitute special limited obligations of the Issuer payable solely from and to the extent of the sources set forth in the Series 2005 Bonds and the Indenture. No provision of this Resolution, the Indenture, the Series 2005 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 ad valorem taxing powers.

Section 12. 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 13. After the Series 2005 Bonds are delivered by the Trustee to the Underwriter, 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 2005 Bonds are deemed to have been duly discharged in accordance with the terms and provisions of the Indenture.

Section 14. 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, (i) issues obligations on behalf of the Issuer, (ii) derives its issuing authority from the Issuer, or (iii) is directly or indirectly controlled by the Issuer within the meaning of Treasury Regulation Section 1.150-1(e). The Issuer hereby represents that (a) 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 (b) 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 15. The forms of Indenture, Bond Purchase Agreement, the Escrow Deposit Agreement and Official Statement and the other documents authorized and approved hereby are authorized and approved with such additions, modifications, deletions and changes thereto as may be deemed necessary or appropriate to correct errors or omissions therein, to remove ambiguities therefrom, to conform the same to other provisions of said instruments, to the provisions of this Resolution or any resolution adopted by the City Council, to the provisions of the General Indenture, or the provisions of the laws of the State of Utah or the United States or to carry out, give effect to and consummate the transactions as contemplated by this Resolution, and approved by the Mayor, whose execution thereof on behalf of the Issuer shall conclusively establish such necessity, appropriateness and approval with respect to all such additions, modifications, deletions and changes incorporated therein.

Section 16. The Issuer hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Agreement, a copy of which is attached to the Official Statement. In the event the Issuer fails to comply with the Continuing Disclosure Agreement, any Bondholder may take the remedial actions set forth therein.

Section 17. In accordance with the provisions of Section 11-14-316 of the Act and a parameters resolution adopted on June 28, 2005, the City Recorder of the Issuer has caused a "Notice of Bonds to be Issued" to be published one time in The Salt Lake Tribune and the Deseret Morning News, newspapers having general circulation in the Issuer, and has caused and will cause a copy of said parameters resolution (with the

attachments thereto) to be kept on file in the office of the City Recorder of the Issuer for public examination during regular business hours at least thirty (30) days from and after the date of publication of such Notice.

Section 18. 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.

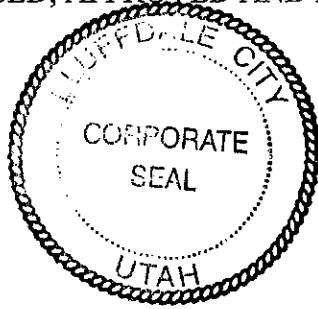
Section 19. All resolutions, orders and regulations or parts thereof heretofore adopted or passed which are in conflict herewith are, to the extent of such conflict, hereby repealed. This repealer shall not be construed so as to revive any resolution, order, regulation, or part thereof heretofore repealed.

Section 20. All actions heretofore taken by the Issuer and its staff in connection with the issuance of the Bonds and the actions contemplated hereby, are hereby ratified and approved.

Section 21. This Resolution shall take effect immediately upon its approval and adoption.

PASSED, APPROVED AND ADOPTED this July 14, 2005.

(SEAL)



By: Stacy H. Fortman  
Mayor

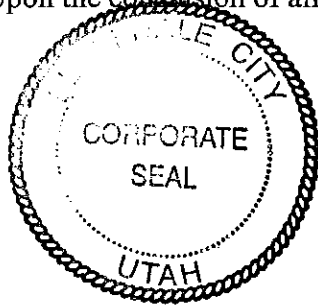
ATTEST:

By: Jeddie K. Bell  
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: Stacy M. Markin  
Mayor

ATTEST:

By: Jeddie K. Bee  
City Recorder