

**SEVEN COUNTY INFRASTRUCTURE COALITION, UTAH
PARAMETERS RESOLUTION
January 11, 2019**

RESOLUTION NO. 2019-01B

A RESOLUTION AUTHORIZING NOT MORE THAN \$5,500,000 PRINCIPAL AMOUNT OF BONDS EITHER AS NATURAL GAS REVENUE BONDS OR AS LEASE REVENUE BONDS, TO FUND NATURAL GAS IMPROVEMENTS TO SERVE THE CITY OF GREEN RIVER, UTAH, FIXING THE MAXIMUM PRINCIPAL AMOUNT, MATURITY, INTEREST RATE AND DISCOUNT OF THE BONDS; PROVIDING FOR THE PUBLICATION OF A NOTICE OF PUBLIC HEARING AND BONDS TO BE ISSUED; AND RELATED MATTERS.

WHEREAS, pursuant to the provisions of the Utah Local Government Bonding Act, Title 11, Chapter 14, Utah Code Annotated 1953, as amended, and the Utah Interlocal Cooperation Act, Title 11, Chapter 13, Utah Code Annotated, as amended (collectively, the "Acts"), the Governing Board of the Seven County Infrastructure Coalition, Utah (the "Issuer") has authority to issue either its Natural Gas Revenue Bonds or its Lease Revenue Bonds; and

WHEREAS, the Acts provide for the publication of a Notice of Public Hearing and Bonds to be Issued, and the Issuer desires to call a public hearing and publish such a notice at this time in compliance with the Act with respect to the Bonds:

NOW, THEREFORE, it is hereby resolved by the Governing Board of the Seven County Infrastructure Coalition, Utah, as follows:

Section 1. The Governing Board of the Issuer hereby finds and determines that it is in the best interests of the Issuer and its residents for the Issuer to authorize the issuance of not more than \$5,500,000 principal amount of either (1) its Natural Gas Revenue Bonds, or alternatively, of (2) its Lease Revenue Bonds to bear interest at a rate or rates not to exceed five percent (5.00%) per annum, to mature in not more than forty (40) years from their date or dates, and to be sold at a price not less than 98% of the total principal amount thereof for the purpose of financing the construction of a natural gas transmission line and related improvements to serve the City of Green River, all pursuant to this Resolution and, a resolution to be adopted by the Board authorizing and confirming the issuance and sale of the Bonds (herein referred to as the "Final Bond Resolution") in substantially the form attached hereto as Exhibit A, and a General Indenture of Trust (or alternatively a bond resolution), as amended and supplemented by a First Supplemental Indenture of Trust both to be entered into at the time of issuance of the Bonds in substantially the forms attached hereto as Exhibit B (collectively, the "Indenture"), and the Issuer hereby declares its intention to issue the Bonds according to the provisions of this Resolution and the Indenture, when adopted.

Section 2. The Issuer hereby authorizes and approves the issuance and sale of the Bonds to the purchaser or purchasers to be identified in the Final Bond Resolution, pursuant to the provisions of this Resolution, the Indenture and the Final Bond Resolution to be adopted by the Council authorizing and confirming the issuance and sale of the Bonds, with such changes thereto as shall be approved by the Board upon the adoption of the Final Bond Resolution, provided that the principal amount, interest rate or rates, maturity and discount shall not exceed the maximums set forth in Section 1 hereof.

Section 3. In accordance with the provisions of the Act, the Issuer hereby calls a public hearing on February, 2019, at 10:00 a.m. or as soon thereafter as feasible, at 1385 S. State Street, First Floor, in Salt Lake City, Utah and the Executive Director shall cause the following "Notice of Public Hearing and Bonds to be Issued" to be (1) published once a week for two consecutive weeks, with the first publication at least 14 days before the public hearing, in the Deseret News, a newspaper of general circulation in the Issuer, which is hereby designated as the official newspaper of the Issuer, and (2) posted on the Utah Public Notice Website at least 14 days before the public hearing. The Executive Director shall also cause a copy of this Resolution (together with all exhibits hereto) to be kept on file in the Issuer's principal offices at 751 E. 100 N. (Carbon County Clerk/Auditor's office) for public examination during the regular business hours of the Issuer until at least thirty (30) days from and after the last date of publication thereof. The "Notice of Public Hearing and Bonds to be Issued" shall be in substantially the form attached hereto as Exhibit C.

Section 4. The Governing Board hereby officially declares its intention under Treasury Regulation Section 1.150-2 to finance the Project with proceeds of tax-exempt bonds.


Section 5. 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 6. 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 7. The Executive Director is hereby authorized and directed to complete and execute the Record of Proceedings attached hereto as an Exhibit to officially record the proceedings at which this Resolution was considered for adoption.

Ogden moved Lytle second unanimous

APPROVED AND ADOPTED this January 11, 2019.



Co-Chair

absent

Co-Chair

ATTEST:

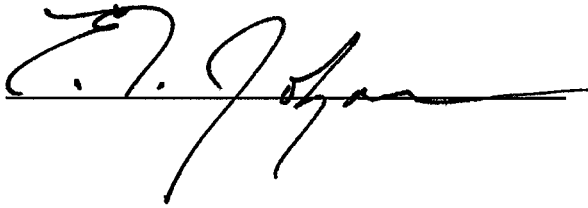




EXHIBIT A

FINAL BOND RESOLUTION

(See Transcript Document No. __)

EXHIBIT B

GENERAL INDENTURE AND FIRST SUPPLEMENTAL INDENTURE

(See Transcript Document Nos. __ and __)

EXHIBIT C

NOTICE OF PUBLIC HEARING AND BONDS TO BE ISSUED

NOTICE IS HEREBY GIVEN pursuant to the provisions of the Utah Local Government Bonding Act, Title 11, Chapter 14, Utah Code Annotated 1953, as amended, and the Utah Interlocal Cooperation Act, Title 11, Chapter 13, Utah Code Annotated 1953, as amended, that on January 11, 2019, the Governing Board (the "Governing Board") of the Seven County Infrastructure Coalition, Utah (the "Issuer") adopted a resolution (the "Resolution") in which it authorized the issuance of either (1) the Issuer's Natural Gas Revenue Bonds or alternatively (2) the Issuer's Lease Revenue Bonds (the "Bonds") in the aggregate principal amount of not to exceed \$5,500,000 to bear interest at a rate or rates not to exceed five percent (5.00%) per annum, to mature in not more than forty (40) years from their date or dates, and to be sold at a price not less than 98% of the total principal amount thereof, plus accrued interest to the date of delivery. The estimated total cost for the proposed bonds to be issued in the proposed amount of \$5,500,000 at the maximum interest rate, if the bonds are held until maturity is approximately \$12,729,990. Currently, the Issuer does not have any outstanding bonds.

The Bonds, pursuant to the Resolution, a General Indenture of Trust (or alternatively a bond resolution), as amended and supplemented by a First Supplemental Indenture of Trust (collectively, the "Indenture") both to be adopted at the time the Bonds are issued and a Final Bond Resolution to be adopted authorizing the sale of the Bonds, are to be issued for the purpose of (i) the acquisition and construction of a natural gas transmission line to serve the City of Green River, Utah, and related improvements; (ii) funding a debt service reserve fund, if desirable, and (iii) paying issuance expenses.

NOTICE IS FURTHER GIVEN that the Issuer called a public hearing for the purpose of inviting public comment on the proposed issuance of the Bonds and the economic impact that the improvements proposed to be financed with the Bonds will have on the private sector. The public hearing was originally called for February 8, 2019, at 10:00 a.m. or as soon thereafter as feasible, at 1385 S. State St., First Floor, in Salt Lake City, Utah. As revenue obligations or alternatively as lease revenue obligations, no taxes will be pledged to secure the Bonds. The Issuer does not have the power to impose a tax. All members of the public are invited to submit written comments and to participate in this public hearing.

The Bonds are to be issued and sold by the Issuer pursuant to the Resolution, including as part of said Resolution a form of the Indenture (or bond resolution) and Final Bond Resolution which were before the Governing Board and attached to the Resolution at the time of the adoption of the Resolution and said Indenture shall contain such terms and provisions as shall be approved by the Issuer at the time of adoption of the Final Bond Resolution, and said Final Bond Resolution is to be adopted by the Governing Board with such changes as shall be approved by the Governing Board upon its adoption; provided that the principal amount, interest rate or rates, maturity and discount of the Bonds will not exceed the maximums herein.

A copy of the Resolution, the Final Bond Resolution and the Indenture are on file in its principal office (office of County Clerk/Auditor) the Carbon County offices in Price, Utah, at 751 E. 100 N. in Price, Utah, where they may be examined during regular business hours of the Finance Director 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 last date of publication of this notice.

NOTICE IS FURTHER GIVEN that, for a period of thirty (30) days from and after the first date of the publication of this notice (the "30-day Period"), any person in interest shall have the right to contest the legality of the Indenture or Final Bond Resolution, the Bonds, or any provision made for the security and payment of the Bonds by filing a verified written complaint in the district court of the county in which he or she resides, and that after the 30-day period, no one shall have any cause of action to contest the regularity, formality or legality thereof for any cause for any reason, and (ii) registered voters within the Issuer 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 within the Issuer are filed with the Coalition during the 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 within the Issuer file a written petition during the 30-day Period, then absent a referendum the Issuer may proceed to issue the Bonds without an election

DATED: January 11, 2019.

/s/ Michael J. McKee
Executive Director

EXHIBIT D

RECORD OF PROCEEDINGS

The Governing Board of the Issuer, met in public session at the Governing Board's regular meeting place in Price, Utah on January 11, 2019 (the "Meeting"), at the hour of 10:00 a.m., or as soon thereafter as feasible, with the following members of the Governing Board being present:

Phil Lyman	Co-Chair San Juan County
Jae Potter	Co-Chair Carbon County
Lynn Sitterud	Board Member Emery County
Ken Burdick	Board Member Duchesne County
Brad Horrocks	Board Member Uintah County
Jack Lytle	Board Member Daggett County
Ken May	Board Member Sevier County

Also present:

Mike McKee	Executive Director
Eric Johnson	Legal Counsel /Secretary Pro Tem

Absent:

which constituted all the members thereof.

After the Meeting had been duly called to order and after other matters were discussed, the foregoing resolution (the "Resolution") was introduced in written form and fully discussed.

A motion to adopt the Resolution was then duly made by Board Member _____ and seconded by Board Member _____, and the Resolution was put to a vote and carried, the vote being as follows:

Those voting YEA:

Those voting NAY:

Those Abstaining:

Other business not pertinent to the Resolution appears in the minutes of the Meeting. Upon the conclusion of all business on the Agenda and motion duly made and carried, the Meeting was adjourned.

CERTIFICATE OF EXECUTIVE DIRECTOR

I, Michael J. McKee, the duly appointed and qualified Executive Director of the Issuer, do hereby certify that the attached Resolution is a true, accurate and complete copy thereof as adopted by the Governing Board at a public meeting duly held on January 11, 2019 (the "Meeting"). The persons present and the result of the vote taken at the Meeting are all as shown above. The Resolution, with all exhibits attached, was deposited in my office on January 11, 2019, and is officially of record in my possession.

I further certify that, pursuant to the Resolution, I caused to be published a "Notice of Public Hearing and Bonds to be Issued" once a week for two consecutive weeks in the Deseret News, a newspaper having general circulation in the Issuer, with the first publication being no less than 14 days prior to the public hearing. An affidavit of publication of such notice is attached hereto. Also, I caused a copy such notice to be posted on the Utah Public Notice Website at least 14 days prior to the date of the public hearing.

IN WITNESS WHEREOF, I have hereunto subscribed my signature and impressed hereon the official seal of the Issuer, this January 11, 2019.

(SEAL)

Executive Director

CERTIFICATE OF COMPLIANCE WITH
OPEN MEETING LAW

I, Michael J. McKee, the undersigned Executive Director of the Issuer, do hereby certify, according to the records of the Issuer 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 11, 2019 public meeting held by the governing body of the Issuer as follows:

(a) By causing a notice, in the form attached hereto (the "Meeting Notice"), to be posted at the principal office of the Issuer at least twenty-four (24) hours prior to the convening of the meeting, the Meeting Notice having continuously remained so posted and available for public inspection until the completion of the meeting; and

(b) By causing a copy of the Meeting Notice to be delivered to a newspaper of general circulation in the geographic jurisdiction of the Issuer at least twenty-four (24) hours prior to the convening of the meeting.

(c) By causing a copy of the Meeting Notice to be posted on the Utah Public Notice Website at least 24 hours prior to the meeting.

(d) By causing notice to be provided to each member of the Coalition Board at least 24 hours prior to the meeting.

IN WITNESS WHEREOF, I have hereunto subscribed my official signature this January 11, 2019.

Executive Director

(SEAL)

(Attach Meeting Notice, including proof of posting thereof on the Utah Public Notice Website)