Ogden, Utah

November 3, 2020

The Board of County Commissioners (the “Board”) of Weber County, Utah (the “Issuer”), met in regular public session (including electronically) at the regular meeting place of the Board on Tuesday, November 3, 2020, at the hour of 10:00 a.m., with the following members of the Board being present:

|  |  |
| --- | --- |
| Gage Froerer | Chair |
| James Harvey | Commissioner |
| Scott Jenkins | Commissioner |

Also present:

|  |  |
| --- | --- |
| Ricky Hatch | County Clerk/Auditor |
|  |  |

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 Board a Certificate of Compliance with Open Meeting Law with respect to this November 3, 2020, 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 Commissioner \_\_\_\_\_\_\_\_\_\_\_\_\_\_ and seconded by Commissioner \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, was adopted by the following vote:

AYE:

NAY:

The resolution is as follows:

RESOLUTION NO. \_\_\_\_\_\_\_\_\_\_\_\_\_

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF WEBER COUNTY, UTAH (THE “ISSUER”), AUTHORIZING THE DEFEASANCE OF ITS OUTSTANDING SALES TAX REVENUE AND REFUNDING BONDS, SERIES 2012 FROM LEGALLY AVAILABLE MONIES OF THE ISSUER; APPROVING THE EXECUTION OF AN ESCROW AGREEMENT; AND RELATED MATTERS.

WHEREAS, the Board of County Commissioners (the “Commission”) of the Issuer has previously issued its Sales Tax Revenue and Refunding Bonds, Series 2012 (the “Series 2012 Bonds”) and the Issuer desires to retire and defease the Series 2012 with legally available funds on hand; and

WHEREAS, to accomplish the purposes set forth in the preceding recital, and subject to the limitations set forth herein, the Council desires to approve and authorize an Escrow Agreement to be entered into between the Issuer and Wells Fargo Bank, N.A., as escrow agent (the “Escrow Agreement”) in substantially the form attached hereto as Exhibit B.

NOW, THEREFORE, it is hereby resolved by the Board of County Commissioners of Weber County, Utah, as follows:

# The defeasance and retirement of the Issuer’s Series 2012 Bonds is hereby authorized and approved.

# The Escrow Agreement, in the form presented at this meeting and attached hereto as Exhibit B is hereby authorized, approved, and confirmed. The Chair, Vice Chair or any acting Chair Pro Tem (the “Chair”) and the County Clerk/Auditor (or designee, collectively, the “County Clerk/Auditor”) are hereby authorized to execute and deliver the Escrow Agreement, in substantially the form or 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 in consultation with the Zions Public Finance, Inc., as municipal advisor, with such alterations, changes or additions as may be necessary or as may be authorized by Section 3 hereof.

# The Chair, County Clerk/Auditor, and other appropriate officials of the Issuer are authorized to make any alterations, changes, deletions, or additions to the Escrow Agreement or any other document herein authorized and approved which may be necessary to conform the same to the final terms of the defeasance and retirement of the Series 2012 Bonds, 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. The execution thereof by the Chair and the County Clerk/Auditor on behalf of the Issuer of the documents approved hereby shall conclusively establish such necessity, appropriateness, and approval with respect to all such additions, modifications, deletions, and changes incorporated therein.

# The Chair, County Clerk/Auditor, and other 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.

# 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.

APPROVED AND ADOPTED this November 3, 2020.

(SEAL)

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

Chair

ATTEST:

By:

County Clerk/Auditor

(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:

County Clerk/Auditor

STATE OF UTAH )  
 : ss.  
COUNTY OF WEBER )

I, Ricky Hatch, the duly appointed and qualified County Clerk/Auditor of Weber County, Utah (the “County”), do hereby certify according to the records of the Board of County Commissioners of the County (the “Commission”) in my official possession that the foregoing constitutes a true and correct excerpt of the minutes of the meeting of the Commission held on November 3, 2020, including a resolution (the “Resolution”) adopted at said meeting as said minutes and Resolution are officially of record in my possession.

IN WITNESS WHEREOF, I have hereunto subscribed my signature and impressed hereon the official seal of said County, this November 3, 2020.

(SEAL)

By:

County Clerk/Auditor

EXHIBIT A

CERTIFICATE OF COMPLIANCE WITH  
OPEN MEETING LAW

I, Ricky Hatch, the undersigned County Clerk/Auditor of Weber 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 November 3, 2020, public meeting held by the Board of County Commissioners of the County (the “Commission”) as follows:

## By causing a Notice, in the form attached hereto as Schedule 1, to be posted at the principal offices of the County 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;

## 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; and

## By causing a copy of such Notice, in the form attached hereto as Schedule 1, to be delivered to the Standard Examiner pursuant to its subscription to 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 2020 Annual Meeting Schedule for the Commission (attached hereto as Schedule 2) was given specifying the date, time, and place of the regular meetings of the Commission to be held during the year, by causing said Notice to be posted in December 2019 at the principal office of the County, published on the Utah Public Notice Website (<http://pmn.utah.gov>) during the current calendar year and provided to at least one newspaper of general circulation within the geographic jurisdiction of the County pursuant to its subscription to the Utah Public Notice Website (<http://pmn.utah.gov>).

IN WITNESS WHEREOF, I have hereunto subscribed my official signature this November 3, 2020.

(SEAL)

By:

County Clerk/Auditor

SCHEDULE 1

NOTICE OF MEETING

SCHEDULE 2

ANNUAL MEETING SCHEDULE

EXHIBIT B  
  
FORM OF ESCROW AGREEMENT