

Moab, Utah

March 28, 2023

The Administrative Control Board (the "Governing Body") of Wilson Arch Water and Sewer Special Service District (the "Issuer") met in regular session at the Moab Library, 257 East Center Street, Moab, Utah, at 6:00 o'clock P.M. on Tuesday, the 28th day of March, 2023, with the following members of the Governing Body present:

Eric Linscheid	Chairman
Craig Simpson	Boardmember/Treasurer
Doug Gorman	Boardmember/Clerk

Also present: Terri Bourquin
 Kamala Parker,
 Colin Parker

Absent:

After the meeting had been duly called to order and after other matters not pertinent to this Parameters Resolution had been discussed, the Clerk presented to the Administrative Control Board a Certificate of Compliance With Open Meeting Law with respect to this March 28, 2023, meeting.

STATE OF UTAH)
 : SS.
COUNTY OF SAN JUAN)

I, DOUG GORMAN, the undersigned Clerk of the Administrative Control Board of Wilson Arch Water and Sewer Special Service District (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(1), Utah Code Annotated, 1953, as amended, I gave not less than 24 hours public notice of the agenda, date, time and place of the March 28, 2023, Regular Meeting held by the Governing Body of said Issuer, by:

(a) causing a Notice of Regular Meeting to be posted at the principal office of the Governing Body at the office of the Issuer, on March 27, 2023, at least 24 hours before the convening of the meeting, in the form attached hereto as Exhibit A; said Notice of Regular Meeting having continuously remained so posted and available for public inspection during the regular office hours of the Governing Body until the convening of the meeting; and

(b) causing a copy of the Notice of Regular Meeting in the form attached hereto as Exhibit A to be provided on March 27, 2023, at least 24 hours before the convening of the meeting to the San Juan Record, Monticello, Utah, a newspaper of general circulation within the geographic jurisdiction of the Issuer and to each local media correspondent, newspaper, radio station or television station which has requested notification of meetings of the Governing Body.

IN WITNESS WHEREOF, I have hereunto subscribed my official signature and impressed or imprinted hereon the official seal of the Issuer, this 28th day of March, 2023.

WILSON ARCH WATER AND SEWER
SPECIAL SERVICE DISTRICT

DocuSigned by:
By Doug Gorman
Clerk
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(SEAL)

NOTICE OF AGENDA OF MEETING

* * * * *

PLEASE TAKE NOTICE that the Administrative Control Board of the Wilson Arch Water and Sewer Special Service District, will hold a Regular Meeting on Tuesday, the 28th day of March, 2023, at the Moab Library, 257 East Center Street, Moab, Utah, at the hour of 6:00 o'clock P.M.

The Agenda for the meeting consists, in part, of the following:

- (1) Consideration for and adoption of a Parameters Resolution authorizing the issuance Water Revenue Bonds in connection therewith for the purpose of defraying the cost of improvements to the culinary water system of Wilson Arch Water and Sewer Special Service District and calling of a public hearing to receive input with respect to the issuance of such Bonds and any potential impact to the private sector from the construction of the Project; and
- (2) Any other business that may come before said meeting.

DATED this 27th day of March, 2023.

DocuSigned by:
Doug Gorman
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Clerk

Thereupon, after the conduct of other business not pertinent to the following, the following resolution was introduced in written form by the Chairman and, pursuant to motion duly made by Craig Simpson and seconded by Doug Gorman, was adopted and approved by the following vote:

Yea: Eric Linscheid
Craig Simpson
Doug Gorman

Nay: None

The Resolution was thereupon signed by the Chairman, was attested and countersigned by the Clerk and was ordered recorded in the official records of the Issuer.

The Resolution is as follows:

WILSON ARCH WATER AND SEWER SPECIAL SERVICE DISTRICT
RESOLUTION NO. 005.2023

A RESOLUTION AUTHORIZING THE ISSUANCE AND CONFIRMING THE SALE OF WATER REVENUE BONDS IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$775,000 (THE "BONDS") OF WILSON ARCH WATER AND SEWER SPECIAL SERVICE DISTRICT, SAN JUAN COUNTY, UTAH (THE "ISSUER"), FOR THE PURPOSE OF PROVIDING FUNDS TO FINANCE ALL OR PART OF THE COST OF CONSTRUCTING CULINARY WATER SYSTEM IMPROVEMENTS (THE "PROJECT") FOR SAID ISSUER; 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; PROVIDING FOR THE PUBLICATION OF A NOTICE OF BONDS TO BE ISSUED WITH RESPECT TO THE BONDS; PROVIDING FOR THE RUNNING OF A CONTEST PERIOD; AND RELATED MATTERS.

WHEREAS subject to the limitations set forth herein, Wilson Arch Water and Sewer Special Service District, San Juan County, State of Utah (the "Issuer"), desires to issue its Water Revenue Bonds (the "Bonds") for (a) the construction of culinary water system improvements, including the replacement and addition of new water lines, meters, a boost pump and new storage tank, together with related work and improvements thereof, to acquire necessary land, rights of way and other appurtenances and facilities (the "Project"), and (b) pay costs of issuance of the Bonds, pursuant to this Resolution and a Master Resolution (the "Master Resolution"), in substantially the form

presented at the meeting at which this Resolution was adopted and which is attached hereto as Exhibit "B"; and

WHEREAS in order to allow for flexibility in setting the financial terms of the Bonds once costs of the Project are finally determined and to optimize debt service costs to the Issuer, the Governing Body of the Issuer desires to grant to the Chairman, in accordance with state law, the authority to approve the interest rates, principal amounts, terms, maturities, redemption features and purchase price at which the Bonds shall be sold and any changes with respect thereto from those terms which were before the Governing Body at the time of adoption of this Resolution, provided that such terms do not exceed the parameters set forth for such terms in Section 1 of this Resolution (the "Parameters"); and

WHEREAS the Issuer, Wilson Arch Water and Sewer Special Service District, considers it desirable and necessary and for the benefit of the Issuer to construct the Project (as hereinafter defined) to be owned and operated by the Issuer, but does not have on hand money sufficient to pay for the Project; and

WHEREAS the revenues to be derived by the Issuer from the operation of the System (as hereinafter defined) have not been pledged or hypothecated in any manner or for any purpose and the Issuer desires to issue its Water Revenue Bonds payable from such revenues in the manner for which provision is hereinafter made in order to pay all or part of the cost of the Project; and

WHEREAS the Utah Local Government Bonding Act, Sections 11-14-101, et seq., Utah Code Annotated, 1953, as amended, provides that, prior to issuing bonds an issuing entity must (I) give notice of its intent to issue such bonds and (ii) hold a public hearing to receive input from the public with respect to the issuance of such bonds and any potential economic impact to the private sector from the construction of the Project to be funded by the Bonds; and

WHEREAS the Issuer desires to call a public hearing for this purpose and to publish a notice of such hearing, including a notice of bonds to be issued, in compliance with the Act with respect to the Bonds; and

WHEREAS the State of Utah acting through its Drinking Water Board and the United States of America have offered to purchase the Water Revenue Bonds and on the general terms and conditions as set forth herein;

NOW, THEREFORE, Be It and It Is Hereby Resolved by the Administrative Control Board of the Wilson Arch Water and Sewer Special Service District, San Juan County, Utah, as follows:

Section 1. The Administrative Control Board (the "Governing Body") of Wilson Arch Water and Sewer Special Service District, San Juan County, Utah (the "Issuer"), hereby finds and determines that it is in the best interests of the residents within the District for the Issuer to issue its Water Revenue Bonds (the "Bonds") in the aggregate principal amounts of not to exceed \$775,000

at interest rates not to exceed 3.0% per annum, to mature in not more than thirty-five (35) years from its date or dates (the "Bonds"), pursuant to a resolution to be adopted by the Governing Body authorizing and confirming the issuance and sale of the Bonds according to the provisions of this section. The Bonds are to be issued for the purpose of paying all or part of the cost of constructing water system improvements, including the replacement and addition of new water lines, meters, a boost pump and new storage tank, together with related work and improvements, the acquisition of necessary land and easements and the payment of all related costs and services including engineering, the expenses and costs of the issuance of the Bonds and the cost to acquire and provide all appurtenant facilities therefore (the "Project").

The Issuer hereby declares its intention to issue the Bonds according to the provisions of this section; provided, however, that the Bonds shall only be issued by the Issuer after adoption of a Master Resolution by the Governing Body of the Issuer (the "Master Resolution") setting forth the specific terms of the Bonds within the maximum terms herein provided.

The form of Master Resolution attached hereto as Exhibit "B" is in all respects hereby authorized and approved, and the Chairman and Clerk of the Issuer are hereby authorized and directed to execute and deliver the same on behalf of the Issuer.

Section 2. The form, terms and provisions of the Bonds and the provisions for the signatures, authentication, payment, registration, transfer, exchange, redemption and number shall be as set forth in the Master Resolution. The Chairman and Clerk of the Issuer are hereby authorized and directed to execute and seal the Bonds.

Section 3. The appropriate officials of the Issuer are authorized to make any alterations, changes or additions to the Master Resolution and the Bonds or any other document herein authorized and approved which may be necessary to conform the same to the final terms of the Bonds (within the Parameters set by this Resolution), 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 Governing Body or the provisions of the laws of the State of Utah or the United States.

Section 4. The Issuer shall hold a public hearing on April 25, 2023, to receive input from the public with respect to the issuance of the Bonds and any potential impact to the private sector from the construction of the Project to be funded by the Bonds, which hearing date shall be not less than fourteen (14) days after notice of the public hearing is (A) first published once a week for two consecutive weeks in the San Juan Record, a newspaper of general circulation in the Issuer and (B) published on the Utah Public Notice Website created under Section 63F-1-701, Utah Code Annotated 1953, as amended. The Issuer directs its officers and staff to publish a Notice of Public Hearing in substantially the following form:

NOTICE OF PUBLIC HEARING

PUBLIC NOTICE IS HEREBY GIVEN that on March 28, 2023, the Administrative Control Board of Wilson Arch Water and Sewer Special Service District (the "Issuer"), adopted a resolution (the "Resolution") declaring its intention to issue its Water Revenue Bonds (the "Bonds") pursuant to the Utah Local Government Bonding Act, Title 11, Chapter 14, Utah Code Annotated 1953, as amended and to call a public hearing to receive input from the public with respect to the issuance of the Bonds.

The Issuer shall hold a public hearing on April 25, 2023, at the hour of 6:00 p.m. The location of the public hearing is the Moab Library, 257 East Center Street, Moab, Utah. The purpose of the meeting is to receive input from the public with respect to the issuance of the Bonds and any potential economic impact to the private sector from the construction of the Project to be funded by the Bonds. All members of the public are invited to attend and participate.

DATED this 28th day of March, 2023.

/s/ Doug Gorman
Clerk

[Publish once each week for two consecutive weeks.]

Section 5. The Issuer shall also cause a copy of this Resolution (together with all exhibits hereto) to be kept on file in the Issuer's principal offices for public examination during the regular business hours of the Issuer until at least thirty (30) days from and after the date of publication thereof. The Issuer directs its officers and staff to publish a Notice of Bonds to be Issued in substantially the following form:

NOTICE OF BONDS TO BE ISSUED

PUBLIC NOTICE IS HEREBY GIVEN that on March 28, 2023, the Administrative Control Board of Wilson Arch Water and Sewer Special Service District (the "Issuer"), adopted a resolution (the "Resolution") declaring its intention to issue its Water Revenue Bond (the "Bond") pursuant to the Utah Local Government Bonding Act, Title 11, Chapter 14, Utah Code Annotated 1953, as amended.

The Issuer intends to issue the Bond in the principal amount of not to exceed \$775,000, to bear interest at a rate not to exceed 3.0% per annum, to mature in not more than 35 years from their date or dates, and to be sold at a price not less than 100% of the total principal amount thereof, plus accrued interest to the date of delivery. The Bond will specify that any installment of principal and/or interest on the Bond which shall not be paid when due shall bear interest at the rate of 18% per annum from the due date thereof until paid.

The Issuer intends to issue the Bond for the purpose of (I) financing all or a portion of the cost of construction of water system improvements, including the replacement and addition of new water lines, meters, a boost pump and new storage tank, together with related improvements; and (ii) paying costs of issuing the Bond.

OUTSTANDING BONDS SECURED BY THE SAME REVENUE

There are no outstanding bonds secured by the revenues from the culinary water system, which revenues are being pledged to secure the payment of the Bond.

ESTIMATED TOTAL COST OF THE BONDS

Although the Issuer has authorized the issuance of Bonds in the total amount of not to exceed \$775,000, the face amount of the Bond shall be \$1,138,000. However, with anticipated debt forgiveness (grant) from the bondholder (lender), the total cost to the Issuer for the proposed Bond is \$569,000. The anticipated cost of interest on the Bond is \$-0-.

NOTICE IS FURTHER GIVEN that a period of 30 days from and after the last date of publication of this Notice is provided by law during which any person in interest shall have the right to contest the legality of the Resolution or the Bond, or any provision made for the security and payment of the Bond, 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.

A copy of the Resolution is on file in the office of the Treasurer, where it may be examined by contacting the Treasurer at (601) 297-8288 between the hours of 6:00 p.m. and 8:00 p.m. Mondays.

DATED this 28th day of March, 2023.

 /s/ Doug Gorman
Clerk

[Publish one time only.]

* * * * *

Section 6. For a period of thirty (30) days from and after publication of the Notice of Bonds to be Issued, any person in interest shall have the right to contest the legality of this Resolution or the Bonds hereby authorized. After such time, no one shall have any cause of action to contest the regularity, formality or legality of this Resolution or the Bonds for any cause whatsoever.

Section 7. 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.

PASSED AND APPROVED this 28th day of March, 2023.

WILSON ARCH WATER AND SEWER
SPECIAL SERVICE DISTRICT

DocuSigned by:
Erin Smalder
By _____
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Chairman

ATTEST AND COUNTERSIGN:

DocuSigned by:
Doug Gorman
By _____
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Clerk

[SEAL]

After the conduct of other business not pertinent to the foregoing, it was moved and carried that the Governing Body adjourn.

WILSON ARCH WATER AND SEWER
SPECIAL SERVICE DISTRICT

DocuSigned by:
Erin Smalder
By _____
5F75F051939D425...
Chairman

ATTEST:

DocuSigned by:
Doug Gorman
By _____
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Clerk

[SEAL]

STATE OF UTAH)
 : ss.
COUNTY OF SAN JUAN)

I, DOUG GORMAN, the undersigned, do hereby certify that I am the duly qualified and acting Clerk of Wilson Arch Water and Sewer Special Service District, San Juan County, Utah (the "Issuer"). I further certify that the above and foregoing constitutes a true and correct copy of the minutes of a regular public meeting of the Administrative Control Board of the Issuer, held on March 28, 2023, as they pertain to the Resolution adopted at such meeting, together with exhibits and appendices attached thereto, as said minutes, resolution and appendices are recorded in the regular official book of minutes of the proceedings of the Administrative Control Board kept in the office of the Clerk that said proceedings were duly had and taken as therein shown, that the meeting thereon shown was in all respects called, held and conducted in accordance with law, and that the persons therein named were present at said meeting, as therein shown.

I further certify and I caused a true and correct copy of the above-referenced resolution (including all exhibits and appendices attached thereto) to be filed in the office of the Clerk for examination by any interested person during the regular business hours of the office of the Clerk.

IN WITNESS WHEREOF, I have hereunto subscribed my official signature and impressed hereon the official seal of the Issuer, this 28th day of March, 2023.

DocuSigned by:
Doug Gorman
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Clerk

[SEAL]