

Ent 022828 Bk 63 Pg 686
Date: 05-APR-2006 10:34AM
Fee: None
Filed By: KH
RANAE WILDE, Recorder
DAGGETT COUNTY, Utah
For: DAGGETT COUNTY, Utah

April 4, 2006

The Board of County Commissioners (the "Board") of Daggett County, Utah, met in a regularly scheduled meeting at its regular meeting place on 04/04/06, at 9:00 A.m. There were present at said meeting the following members:

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| Chad L. Reed | Chair |
| Stew Leith | Commissioner |
| | Commissioner |
| | Commissioner |
| | Commissioner |

Also present:

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|-------------|--------------|
| Vicky McKee | County Clerk |
|-------------|--------------|

Absent:

Craig W. Collett

After the meeting had been duly called to order and the minutes of the preceding meeting read and approved, a Certificate of Compliance with Open Meetings Laws with regard to this April 4, 2006, meeting, was presented to the Board, a copy of which is attached hereto as Exhibit A.

Thereupon, the following resolution was introduced in written form and fully discussed and pursuant to a motion duly made by Commissioner Leith and duly seconded by Commissioner Reed, was put to a vote and carried, the vote being as follows:

AYE: Commissioner Chad L. Reed
Commissioner Stew Leith

NAY:

RESOLUTION NO. 06-05

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF DAGGETT COUNTY, UTAH (THE "COUNTY"), APPROVING THE EXECUTION AND DELIVERY OF A LEASE/PURCHASE AGREEMENT, DATED AS OF APRIL 1, 2006 (THE "LEASE"), BY AND BETWEEN THE UTAH ASSOCIATION OF COUNTIES (THE "ASSOCIATION"), AS LESSEE, AND ZIONS FIRST NATIONAL BANK, AS LESSOR (THE "TRUSTEE"); APPROVING AND RATIFYING THE EXECUTION, SALE AND DELIVERY BY THE TRUSTEE OF REFUNDING CERTIFICATES OF PARTICIPATION, SERIES 2006, IN THE TOTAL PRINCIPAL AMOUNT OF NOT TO EXCEED \$1,250,000, REPRESENTING PROPORTIONATE INTERESTS IN THE ASSOCIATION'S LEASE PAYMENTS UNDER THE LEASE; APPROVING THE EXECUTION AND DELIVERY BY THE ASSOCIATION OF AN INDENTURE OF TRUST AND PLEDGE, A GROUND LEASE AGREEMENT, AND OTHER DOCUMENTS REQUIRED IN CONNECTION THEREWITH; APPROVING THE TERMS AND CONDITIONS OF SAID CERTIFICATES; AUTHORIZING THE REFINANCING OF (I) THE ACQUISITION OF CERTAIN REAL PROPERTY AND (II) THE CONSTRUCTION, ACQUISITION, EQUIPPING, AND FURNISHING OF A FACILITY AND CERTAIN IMPROVEMENTS ON SAID REAL PROPERTY; AND AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO THE CONSUMMATION OF THE TRANSACTION CONTEMPLATED BY THIS RESOLUTION AND RELATED MATTERS.

WHEREAS, the Utah Association of Counties (the "Association") has been duly and regularly created, established and is organized and validly existing under and by virtue of the provisions of the Constitution and laws of the State of Utah, including, in particular, the provisions of the Utah Revised Nonprofit Corporation Act, Title 16, Chapter 6, Utah Code Annotated 1953, as amended (the "Nonprofit Corporation Act"); and

WHEREAS, the Association is a nonprofit organization operated exclusively for the benefit of its membership, which membership is comprised solely of counties of the State of Utah (the "Members"); and

WHEREAS, under the Articles of Incorporation of the Association (the "Articles") the objects and purposes for which the Association has been founded and incorporated are to provide services to its Members within the constraints of the Association's budget and available resources in order to promote better county government through cooperative and mutual efforts; and

WHEREAS, pursuant to (i) a Lease/Purchase Agreement dated as of May 15, 1997 (the "1997 Lease"), between the Association and Zions First National Bank, as

lessor, and (ii) an Indenture of Trust and Pledge dated as of May 15, 1997 (the "1997 Indenture"), between the Association and Zions First National Bank, as trustee (the "Trustee"), the Association has financed by lease purchase (A) the acquisition of a parcel of real property (the "Property") and (B) the construction, acquisition, equipping, and furnishing on the Property of a building and related improvements (the "Facility," and together with the Property, the "1997 Project"); and

WHEREAS, in order to finance the 1997 Project, the Association leased, as lessor, the Property to the Trustee, as lessee, pursuant to the terms and provisions of that certain Ground Lease (the "1997 Ground Lease"), dated as of May 15, 1997; and

WHEREAS, the Association has leased the 1997 Project, as lessee, on an annually renewable basis from the Trustee, as lessor, pursuant to the terms of the 1997 Lease; and

WHEREAS, pursuant to the 1997 Indenture, the Trustee issued the Certificates of Participation, Series 1997 (the "Series 1997 Certificates") in the original aggregate principal amount of \$1,710,000, representing a proportionate interest in the right to receive payments made by the Association under the 1997 Lease; and

WHEREAS, consistent with its objects and purposes, the Association desires to refinance the 1997 Project and refund all of its outstanding Series 1997 Certificates; and

WHEREAS, in order to refinance the 1997 Project (hereinafter referred to as the "Project") the Association desires to lease the Property to Zions First National Bank (the "Trustee"), as lessee, pursuant to the terms and provisions of that certain Ground Lease (the "Ground Lease") to be dated as of April 1, 2006, in substantially the form presented to this meeting and attached hereto as Exhibit B and herein authorized and approved; and

WHEREAS, the Project is to be leased to the Association, as lessee, on an annually renewable basis by the Trustee, as lessor, pursuant to the terms and provisions of that certain Lease/Purchase Agreement to be dated as of April 1, 2006, in substantially the form presented to this meeting and attached hereto as Exhibit C (the "Lease") herein authorized and approved; and

WHEREAS, the Association desires to authorize the execution, sale, and delivery by the Trustee of Certificates of Participation, Series 2006, in the total principal amount of not to exceed \$1,250,000 (the "Series 2006 Refunding Certificates") for the purposes of refunding the Series 1997 Certificates and paying costs of issuance of said Certificates; and

WHEREAS, the Association desires to approve the execution and delivery of an Indenture of Trust and Pledge to be dated as of April 1, 2006 (the "Indenture"), by and between the Association and the Trustee, pursuant to which the Series 2006 Refunding Certificates are authorized for issuance, in substantially the form presented to the meeting and attached hereto as Exhibit D and herein authorized and approved; and

and to lease the Project from the Trustee pursuant to the Lease/Purchase Agreement, including, without limitation, the execution and delivery of any closing and other documents required to be delivered in connection with the sale and delivery of the Series 2006 Refunding Certificates.

Section 10. The appropriate officials of the County are authorized to take all action necessary or reasonably required to carry out, give effect to and consummate the transactions contemplated by the Indenture, the Lease/Purchase Agreement and the Ground Lease and are authorized to take all action necessary to finance the acquisition of the Project, including without limitation, the execution and delivery of any closing and other documents required to be delivered in connection with the sale and delivery of the Series 2006 Refunding Certificates.

Section 11. No provision of this Resolution, the Lease/Purchase Agreement, the Indenture, the Series 2006 Refunding Certificates, the Ground Lease, or any other instrument, shall be construed as creating a general obligation of the Members, or as incurring or creating a charge upon the general credit of the Members or against their taxing powers.

Section 12. The Board hereby authorizes the President of the Association to appoint Zions First National Bank, a banking corporation organized under the laws of the State of Utah possessed of full and complete corporate trust powers, to act as trustee, paying agent and registrar under the terms of the Indenture.

Section 13. The appropriate officials of the Association are hereby authorized to make any alterations, changes or additions in the Indenture, the Lease/Purchase Agreement, the Ground Lease, or any related documents herein approved and authorized necessary to correct errors or omissions therein, to remove ambiguities therefrom, or to conform the same to other provisions of such instruments, to the provisions of this Resolution or the provisions of the laws of the State of Utah or the United States.

Section 14. The Secretary-Treasurer of the Association is hereby authorized to attest to all signatures and acts of any proper official of the Association, and to place the seal of the Association on the Lease/Purchase Agreement, the Ground Lease, the Indenture, and related documents. The President of the Association and other proper officials of the Association and each of them are hereby authorized to execute and deliver for and on behalf of the Association any and all additional certificates, documents and other papers and to perform all other acts that they may deem necessary or appropriate in order to implement and carry out the matters herein authorized.

Section 15. If any provisions of this Resolution (including the exhibits attached hereto) should be held invalid, the invalidity of such provisions shall not affect any of the other provisions of this Resolution or the Exhibits.

Section 16. All bylaws and resolutions of the County or parts thereof inconsistent herewith are hereby repealed to the extent only of such inconsistency. This

repealer shall not be construed as reviving any bylaw, order, resolution or ordinance or part thereof.

Section 17. This Resolution shall become effective immediately upon adoption by the Board.

PASSED BY THE BOARD OF COUNTY COMMISSIONERS OF
DAGGETT COUNTY, UTAH, THIS April 4, 2006.

By: Chad S. Ford
Chair

ATTEST:
 COUNTY OF UTAH
By: Wiley McKee
County Clerk

After the conduct of other business not pertinent to the foregoing, the meeting was adjourned.

DAGGETT COUNTY, UTAH

By: Chad Y. Lund
Chair



By: Wiley McKee
County Clerk

STATE OF UTAH)
 : ss.
COUNTY OF DAGGETT)

I, Vicky McKee the undersigned duly appointed, qualified and acting County Clerk of Daggett County, Utah (the "County"), in the State of Utah, do hereby certify:

The foregoing pages are a true, perfect and complete copy of the record of proceedings of the Board of County Commissioners, had and taken at a lawful regular meeting of said Board of County Commissioners held at its regular meeting place in Manila, Utah, on April 4, 2006, commencing at the hour of 9:00 a m., as recorded in the official book of the proceedings of the Association kept in my office, and said proceedings were duly had and taken as therein shown, and the meeting therein shown was duly held, and the persons therein were present at said meeting as therein shown.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the County this April 4, 2006.

(SEAL)



By: Vicky McKee
County Clerk

EXHIBIT A

CERTIFICATE OF COMPLIANCE WITH OPEN MEETINGS LAW

STATE OF UTAH)
 : ss.
COUNTY OF DAGGETT)

I, Vicky McKee, the undersigned County Clerk of Daggett 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 52-4-6(2), 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 April 4, 2006, public meeting held by the County as follows:

(a) By causing a Notice, in the form attached hereto as Schedule 1, to be posted at the County's principal offices on March 31, 2006 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; and

(b) By causing a copy of such Notice, in the form attached hereto as Schedule 1, to be delivered to the Vernal Express a newspaper of general circulation in the County and to each local media correspondent requesting notice of meetings on March 31, 2006, at least twenty-four (24) hours prior to the convening of the meeting.

In addition, the Notice of 2006 Annual Meeting Schedule for the County (attached hereto as Schedule 2) was given specifying the date, time and place of the regular meetings of the County to be held during the year, by causing said Notice to be posted on December 30, 2005, at the principal office of the County and by causing a copy of said Notice to be provided to at least one newspaper of general circulation in the County on December 30, 2005.

IN WITNESS WHEREOF, I have hereunto set my official signature of this April 6, 2006.

By: Vicky McKee
County Clerk

DAGGETT COUNTY COMMISSION AGENDA

Tuesday, April 4, 2005

9:00 A.M.

Daggett County Courthouse

AGENDA

9:00 A.M. STANDING BUSINESS

1. Welcome-Pledge of Allegiance.
2. Old Business.
3. Citizen Comments-15 Minutes.
4. Approve Minutes.
5. Approve Vouchers.
6. Correspondence.

POLICY AND LEGISLATION

1. 9:30 A.M.-Mark Wilson-Dinosaurland Travel Board.
2. Dinosaurland Travel Board Bylaws.
3. Personnel Policy Revision.
4. 10:00 A.M.-Jeff Schramm & Laura Jo West-Forest Plan Revision.
5. Daggett County Emergency Operational Plan Volume 1 Part 1.
6. County Board Member Appointment.
7. Business License(s):
 - A. John Sparger
 - B. Trout Creek Flies, Inc.
 - C. Brandon Wicks
 - D. Willow Springs Outfitters
 - E. Robb Carter
 - F. Chuck Sorrentino
 - G. Jim Knight
 - H. Shadow Mountain
 - I. Floyd Briggs
 - J. Scott Barrus
 - K. Eric Larson
 - L. Craig Kelsey
 - M. Mark Lance
 - N. Ronald B. Kelly
 - O. Jeremy Rodgers
 - P. Gas It Up Racing
 - Q. Kyle Edwards
8. Use of County Facilities.
9. Offer to Purchase- Real Estate Purchase Contract Approval.
10. Affordable Housing-Authorizing Settlement Agent.
11. Dutch John Well Agreement-Stage 2-Loughlin Watch Associates.
12. FAA NEPIAS Agreement.
13. Dutch John Garbage Rates.
14. Permanent Community Impact Fund Contract.
15. Dutch John-County.
16. Resolution 06-05-A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF DAGGETT COUNTY, UTAH, APPROVING THE EXECUTION AND DELIVERY OF A LEASE/PURCHASE AGREEMENT, DATED AS OF APRIL 1, 2006, BY AND BETWEEN THE UTAH ASSOCIATION OF COUNTIES, AS LESSEE, AND ZIONS FIRST NATIONAL BANK, AS LESSOR; APPROVING AND RATIFYING THE EXECUTION, SALE AND DELIVERY BY THE TRUSTEE OF REFUNDING CERTIFICATES OF PARTICIPATION, SERIES 2006, IN THE TOTAL PRINCIPAL AMOUNT OF NOT TO EXCEED \$1,250,000, REPRESENTING PROPORTIONATE INTERESTS IN THE ASSOCIATION'S

LEASE PAYMENTS UNDER THE LEASE; APPROVING THE EXECUTION AND DELIVERY BY THE ASSOCIATION OF AN INDENTURE OF TRUST AND PLEDGE, A GROUND LEASE AGREEMENT, AND OTHER DOCUMENTS REQUIRED IN CONNECTION THEREWITH; APPROVING THE TERMS AND CONDITIONS OF SAID CERTIFICATES; AUTHORIZING THE REFINANCING OF (I) THE ACQUISITION OF CERTAIN REAL PROPERTY AND (ii) THE CONSTRUCTION, ACQUISITION, EQUIPPING, AND FURNISHING OF A FACILITY AND CERTAIN IMPROVEMENTS ON SAID REAL PROPERTY; AND AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO THE CONSUMMATION OF THE TRANSACTION CONTEMPLATED BY THIS RESOLUTION AND RELATED MATTERS.

17. Christy Jones-Flaming Gorge Rec Services-Commission Approval of Packaged Liquor License.
18. Christy Jones-Flaming Gorge Rec Services-Commission Approval to Sell Beer on Tap in Cafe/Approval to Sell Liquor/Beer in Café.
19. Collett's Mountain Resorts.
20. Dutch John Planning and Building Moratorium.
21. Materials Permit No. 342.
22. WalMart Grant for Tower Rock 10K Run.
23. WalMart Grant for County Cleanup.
24. Resolution 06-06-ADOPTION OF SALES TAX FOR HEALTH CENTER.
25. Executive Session if Needed.

MANAGEMENT/COMMITTEE REPORTS

1. 10:00 A.M.-United States Forest Service.
2. Dutch John Issues.
3. Daggett County Road Dept./Brown's Park Road
4. Justice Court Reports.

NOTE: In compliance with the Americans with Disabilities Act, individuals, needing special accommodations during this meeting should notify Vicky McKee at 95 North 100 West, Manila, Utah 84046, Telephone: 435/784-3154.

SCHEDULE 1

MEETING NOTICE

PROOF OF PUBLICATION

STATE OF UTAH,

}SS.

County of Uintah

NOTICE DAGGETT COUNTY MEETING

The Daggett County Commission Meetings will be held on the First and Third Tuesday of each month at 9:00 a.m. at the Daggett County Courthouse, 95 North First West, Manila, Utah.

(Excepting when the Monday preceding the first and third Tuesday is a holiday, then that meeting will be held on Wednesday.)

Vicky McKee, Daggett County Clerk.

Published in the Vernal Express on January 25, 2006.

I, Madonna Allen, being duly sworn, depose and say, that I am the Legals Manager of The Vernal Express, a weekly newspaper of general circulation, published each week at Vernal, Utah, that the notice attached hereto was published in said newspaper for 1 publication(s),

the first publication having been made on

the 25th of January, 2006 and the last

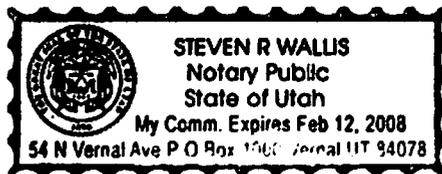
on the 25th day of January, 2006, that

said notice was published in the regular and entire issue of every number of the paper during the period and times of publication, and the same was published in the newspaper proper and not in a supplement.

By *Madonna Allen*.....
Manager

Subscribed and sworn to before me, this
25th day of January A.D. 2006

Steven R. Wallis.....
Notary Public, Residence, Vernal, Utah



SCHEDULE 2

ANNUAL MEETING SCHEDULE NOTICE

EXHIBIT B

GROUND LEASE

(See Transcript Document No. __)

EXHIBIT C

LEASE/PURCHASE AGREEMENT

(See Transcript Document No. __)

EXHIBIT D

INDENTURE

(See Transcript Document No.)

EXHIBIT E

CERTIFICATE PURCHASE AGREEMENT

BALLARD SPAHR ANDREWS & INGERSOLL, LLP - SALT LAKE OFFICE

Document Information Form

PLEASE KEEP THIS SHEET WITH YOUR DOCUMENT.

DOCUMENT NO.: 6355927
ATTORNEY NAME: Carlton

PROFILE INFORMATION

| | |
|----------------------|---|
| TITLE | Form of Resolution |
| AUTHOR | Blaine L. Carlton |
| FILE # | 049920 |
| CLIENT/MATTER | UAC Refunding Certificates of Participation, 2006 |
| D&R | 1158228 |
| DATE | 3/17/2006 12:22 PM |

NOTES:

2/3/06 -- initial draft by CA
2/6/06 - CCA edits
2/24/06 -- review & revise, YRH
2/27/06 - revise, YRH
3/15/06 - revise, YRH