

Spanish Fork, Utah

November 18, 2014

The City Council (the “Council”) of Spanish Fork City, Utah (the “Issuer”), met in regular session at its regular meeting place in Spanish Fork, Utah on November 18, 2014, at 7:00 p.m., with the following members of the Council present:

Steve Leifson	Mayor
Brandon Gordon	Councilmember
Keir A. Scoubes	Councilmember
Rod Dart	Councilmember
Richard M. Davis	Councilmember
Mike Mendenhall	Councilmember

Also present:

Kent R. Clark	City Recorder
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Absent:

After the meeting had been duly called to order and after other matters not pertinent to this resolution had been discussed, the City Recorder presented to the Council a Certificate of Compliance with Open Meeting Law with respect to this November 18, 2014, 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 Councilmember Dart and seconded by Councilmember Davis, was adopted by the following vote:

AYE: 5

NAY: 0

The resolution is as follows:

RESOLUTION No. 14-12

A RESOLUTION OF THE CITY COUNCIL OF SPANISH FORK CITY, UTAH (THE "ISSUER"), AUTHORIZING THE ISSUANCE AND SALE OF NOT MORE THAN \$15,600,000 AGGREGATE PRINCIPAL AMOUNT OF SALES TAX REVENUE REFUNDING BONDS, SERIES 2014; 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, AND THE MAXIMUM DISCOUNT FROM PAR AT WHICH THE BONDS MAY BE SOLD; DELEGATING TO CERTAIN OFFICERS OF THE ISSUER THE AUTHORITY TO APPROVE THE FINAL TERMS AND PROVISIONS OF THE BONDS WITHIN THE PARAMETERS SET FORTH HEREIN; RATIFYING THE PUBLICATION OF A NOTICE OF BONDS TO BE ISSUED; PROVIDING FOR THE RUNNING OF A CONTEST PERIOD; AUTHORIZING AND APPROVING THE EXECUTION OF A SUPPLEMENTAL INDENTURE, AN OFFICIAL STATEMENT, AN ESCROW AGREEMENT, A BOND PURCHASE AGREEMENT, AND OTHER DOCUMENTS REQUIRED IN CONNECTION THEREWITH; AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION; AND RELATED MATTERS.

WHEREAS, the City Council (the "Council") of the Issuer desires to (a) refund all or a portion of the Issuer's currently outstanding Sales Tax Revenue Bonds, Series 2007 (the "Refunded Bonds"), (b) [fund a debt service reserve fund, if necessary], and (c) pay costs of issuance with respect to the Series 2014 Bonds herein described; and

WHEREAS, to accomplish the purposes set forth in the preceding recital, and subject to the limitations set forth herein, the Issuer desires to issue its Sales Tax Revenue Refunding Bonds, Series 2014 (to be issued in one or more series from time to time and with other series or title designations of the Issuer) (the "Series 2014 Bonds"), pursuant to (a) the Utah Refunding Bond Act, Title 11, Chapter 27, Utah Code Annotated 1953, as amended (the "Act"), (b) this Resolution, and (c) a General Indenture of Trust dated as of April 1, 2007, as previously amended and supplemented (the "General Indenture"), and as further amended and supplemented by a Supplemental Indenture of Trust (the "Supplemental Indenture," and together with the General Indenture, the "Indenture"), each between the Issuer and Zions First National Bank, as trustee (the "Trustee"), in substantially the forms presented to the meeting at which this Resolution was adopted and which Supplemental Indenture is attached hereto as Exhibit B; and

WHEREAS, the Act provides that prior to issuing bonds, an issuing entity may give notice of its intent to issue such bonds and the Issuer has published such notice in compliance with the Act; and

WHEREAS, there has been presented to the Council at this meeting a form of a bond purchase agreement (the “Bond Purchase Agreement”) to be entered into between the Issuer and the underwriter selected by the Issuer for the Series 2014 Bonds (the “Underwriter”), in substantially the form attached hereto as Exhibit C and an Escrow Deposit Agreement (the “Escrow Agreement”) to be entered into between the Issuer and Zions First National Bank, as escrow agent, in substantially the form attached hereto as Exhibit D; and

WHEREAS, the Issuer desires to authorize the use and distribution of a Preliminary Official Statement (the “Preliminary Official Statement”), and to approve a final Official Statement (the “Official Statement”) in substantially the form attached hereto as Exhibit E, and other documents relating thereto; and

WHEREAS, in order to allow the Issuer (with the consultation of the Issuer’s Financial Advisor, Zions Bank Public Finance (the “Financial Advisor”)) flexibility in setting the pricing date of the Series 2014 Bonds to optimize debt service savings to the Issuer, the Council desires to grant to the [Mayor or Mayor pro tem (collectively, the “Mayor”), the Finance Director and the _____] of the Issuer (collectively, the “Designated Officers”) the authority to select the Underwriter, approve the final interest rates, principal amounts, terms, maturities, redemption features, and purchase price at which the Series 2014 Bonds shall be sold, and to set forth the final terms of the Series 2014 Bonds, and any changes with respect thereto from those terms which were before the Council at the time of adoption of this Resolution, provided such terms do not exceed the parameters set forth for such terms in this Resolution (the “Parameters”).

NOW, THEREFORE, it is hereby resolved by the City Council of Spanish Fork City, Utah, as follows:

Section 1. For the purpose of (a) refunding the Refunded Bonds, (b) [funding a deposit to a debt service reserve fund, if necessary], and (c) paying costs of issuance of the Series 2014 Bonds, the Issuer hereby authorizes the issuance of the Series 2014 Bonds which shall be designated “Spanish Fork City, Utah Sales Tax Revenue Refunding Bonds, Series 2014” (to be issued in one or more series from time to time and with such other series or title designation(s) as may be determined by the Issuer) in the initial aggregate principal amount of not to exceed \$15,600,000. The Series 2014 Bonds shall mature in not more than thirteen (13) years from their date or dates, shall be sold at a price not less than ninety-seven percent (97%) of the total principal amount thereof, shall bear interest at a rate or rates not to exceed five percent (5.0%) per annum, as shall be approved by the Designated Officers, all within the Parameters set forth herein.

Section 2. The Supplemental Indenture, the Bond Purchase Agreement and the Escrow Agreement in substantially the forms presented to this meeting and attached hereto as Exhibits B, C and D, respectively, are hereby authorized, approved, and confirmed. The Mayor and the City Recorder or any Deputy City Recorder (collectively, the “City Recorder”) are hereby authorized to execute and deliver the Supplemental Indenture, the Escrow Agreement and the Bond Purchase Agreement in substantially the forms and with substantially the content as the forms presented at this meeting for and on behalf of the Issuer, with final terms as may be established by the Designated Officers,

within the Parameters set forth herein, and with such alterations, changes or additions as may be necessary or as may be authorized by Section 4 hereof. The above described committee of the Designated Officers are hereby authorized to select the Underwriter and to specify and agree as to the final principal amounts, terms, discounts, maturities, interest rates, redemption features, and purchase price with respect to the Series 2014 Bonds for and on behalf of the Issuer, provided that such terms are within the Parameters set by this Resolution. The execution of the Bond Purchase Agreement by the Mayor and City Recorder shall evidence the approval.

Section 3. The Issuer hereby authorizes the utilization of the Preliminary Official Statement, in the form attached hereto as Exhibit E in the marketing of the Series 2014 Bonds and hereby approves the Official Statement in substantially the same form as the Preliminary Official Statement. The Mayor is hereby authorized to execute the Official Statement evidencing its approval by the Issuer.

Section 4. The appropriate officials of the Issuer are authorized to make any alterations, changes or additions to the Indenture, the Series 2014 Bonds, the Preliminary Official Statement, the Official Statement, the Bond Purchase Agreement or any other document herein authorized and approved which may be necessary to conform the same to the final terms of the Series 2014 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 Council or the provisions of the laws of the State of Utah or the United States.

Section 5. The form, terms, and provisions of the Series 2014 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 the City Recorder are hereby authorized and directed to execute and seal the Series 2014 Bonds and to deliver said Series 2014 Bonds to the Trustee for authentication. The signatures of the Mayor and the City Recorder may be by facsimile or manual execution.

Section 6. 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 2014 Bonds in accordance with the provisions of the Indenture.

Section 7. Upon their issuance, the Series 2014 Bonds will constitute special limited obligations of the Issuer payable solely from and to the extent of the sources set forth in the Series 2014 Bonds and the Indenture. No provision of this Resolution, the Indenture, the Series 2014 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 8. 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 9. After the Series 2014 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 2014 Bonds are deemed to have been duly discharged in accordance with the terms and provisions of the Indenture.

Section 10. In accordance with the provisions of the Act, the Issuer has caused the following "Notice of Bonds to be Issued" to be (i) published one (1) time in the Daily Herald, a newspaper of general circulation in the Issuer, (ii) posted on the Utah Public Notice Website (<http://pmn.utah.gov>) and (iii) posted on the Utah Legal Notices website (www.utahlegals.com) created under Section 45-1-101, Utah Code Annotated 1953, as amended, and shall cause a copy of this Resolution and the Indenture to be kept on file in the Spanish Fork City offices, for public examination during the regular business hours of the Issuer until at least thirty (30) days from and after the date of such publication. The Issuer hereby ratifies the "Notice of Bonds to be Issued" as published, in the following form:

NOTICE OF BONDS TO BE ISSUED

NOTICE IS HEREBY GIVEN pursuant to the provisions of the Utah Refunding Bond Act, Title 11, Chapter 27, Utah Code Annotated 1953, as amended (the "Act"), that on November 18, 2014, the City Council (the "Council") of Spanish Fork City, Utah (the "Issuer"), intends to adopt a resolution (the "Resolution") authorizing the issuance of the Issuer's Sales Tax Revenue Refunding Bonds, Series 2014 (the "Series 2014 Bonds") (to be issued in one or more series and with such other series or title designation(s) as may be determined by the Issuer).

PURPOSE FOR ISSUING THE SERIES 2014 BONDS

The Series 2014 Bonds will be issued for the purpose of (a) refunding all or a portion of the Issuer's Sales Tax Revenue Bonds, Series 2007 and (b) paying costs of issuance of the Series 2014 Bonds.

PARAMETERS OF THE SERIES 2014 BONDS

The Issuer intends to issue its Sales Tax Revenue Refunding, Series 2014, in the aggregate principal amount of not more than Fifteen Million Six Hundred Thousand Dollars (\$15,600,000), to mature in not more than thirteen (13) years from their date or dates, to be sold at a price not less than ninety-seven percent (97%) of the total principal amount thereof, and bearing interest at individual coupon rate or rates of not to exceed five percent (5.0%) per annum. The Series 2014 Bonds are to be issued and sold by the Issuer pursuant to the Resolution, including as part of said Resolution, a General Indenture of Trust and a Supplemental Indenture of Trust (collectively, the "Indenture") which were before the Council and attached to the Resolution in substantially final form at the time of the adoption of the Resolution and said Indenture is to be executed by the Council in such form and with such changes thereto as shall be approved by the Council; provided that the principal amount, interest rate or rates, maturity, and discount of the Series 2014 Bonds will not exceed the maximums set forth above. The Issuer reserves the right to not issue the Series 2014 Bonds for any reason and at any time up to the issuance of the Series 2014 Bonds.

EXCISE TAXES PROPOSED TO BE PLEDGED

The Issuer proposes to pledge 100% of (i) the Local Sales and Use Tax funds received by Issuer pursuant to Title 59, Chapter 12, Part 2, Utah Code Annotated 1953, as amended and (ii) the Municipal Energy Sales and Use Tax revenues received by the Issuer pursuant to Title 10, Chapter 1, Part 3, Utah Code Annotated 1953, as amended, for repayment of the Bonds.

A copy of the Resolution and the Indenture are on file in the office of the City Recorder of the Issuer at 40 South Main, Spanish Fork, Utah, where they may be examined during regular business hours of the Issuer 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 a period of thirty (30) days from and after the date of the 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, the Indenture (but only as it relates to the Series 2014 Bonds), or the Series 2014 Bonds, or any provision made for the security and payment of the Series 2014 Bonds, 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.

DATED this October 24, 2014.

/s/ Kent R. Clark

City Recorder

Section 11. The Issuer hereby reserves the right to opt not to issue the Series 2014 Bonds for any reason.

Section 12. 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.

(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: Stew Sep
Mayor

ATTEST:

By: Kent R. Clark
City Recorder



STATE OF UTAH)
 : ss.
COUNTY OF UTAH)

I, Kent R. Clark, the duly appointed and qualified City Recorder of Spanish Fork City, Utah (the "City"), do hereby certify according to the records of the City Council of the City (the "Council") in my official possession that the foregoing constitutes a true and correct excerpt of the minutes of the meeting of the Council held on November 18, 2014, including a resolution (the "Resolution") adopted at said meeting as said minutes and Resolution are officially of record in my possession.

I further certify that the Resolution, with all exhibits attached, was deposited in my office on November 18, 2014, and pursuant to the Resolution, there was published a Notice of Bonds to be Issued (a) one time in the Daily Herald, a newspaper having general circulation within the City, with the affidavit of such publication attached hereto upon availability, (b) on the Utah Public Notice Website created under Section 63F-1-701 Utah Code Annotated 1953, as amended and (c) on the Utah Legal Notices website (www.utahlegals.com) created under Section 45-1-101, Utah Code Annotated 1953, as amended.

IN WITNESS WHEREOF, I have hereunto subscribed my signature and impressed hereon the official seal of said City, this November 18, 2014.

(SEAL)



By: Kent R. Clark
City Recorder

EXHIBIT A

CERTIFICATE OF COMPLIANCE WITH
OPEN MEETING LAW

I, Kent R. Clark, the undersigned City Recorder of Spanish Fork City, Utah (the "City"), do hereby certify, according to the records of the City 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 18, 2014, public meeting held by the City's City Council (the "Council"), as follows:

(a) By causing a Notice, in the form attached hereto as Schedule 1, to be posted at the City's principal offices on November 13, 2014, 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;

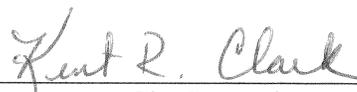
(b) By causing a copy of such Notice, in the form attached hereto as Schedule 1, to be delivered to the Daily Herald on November 13, 2014, at least twenty-four (24) hours prior to the convening of the meeting; and

(c) By causing a copy of such Notice, in the form attached hereto as Schedule 1 to be published on 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 2014 Annual Meeting Schedule for the City Council (attached hereto as Schedule 2) was given specifying the date, time and place of the regular meetings of the Council of the Issuer to be held during the year, by causing said Notice to be (i) posted on January 2, 2014, at the principal office of the Issuer, (ii) provided to at least one newspaper of general circulation within the geographic jurisdiction of the City on December 24, 2013, and (iii) published on the Utah Public Notice Website (<http://pmn.utah.gov>) during the current calendar year.

IN WITNESS WHEREOF, I have hereunto subscribed my official signature this November 18, 2014.





City Recorder

SCHEDULE 1

NOTICE OF MEETING

Angie Warner

From: support@utahinteractive.org
Sent: Thursday, November 13, 2014 5:48 PM
To: pmn-5@listserv.utah.gov
Subject: Public Notice for City Council

Utah Public Notice

City Council

Spanish Fork City Council Meeting & Work Session

Notice Date & Time: 11/13/14 5:46 PM

Description/Agenda:

Tuesday, November 18, 2014

City Council Meeting

CITY COUNCIL AGENDA

PUBLIC NOTICE is hereby given that the City Council of Spanish Fork, Utah, will hold a regular public meeting in the Council Chambers in the City Office Building, 40 South Main Street, Spanish Fork, Utah, commencing at 5:15 p.m. on November 18, 2014. Notice is hereby given that: -In the event of an absence of a quorum, agenda items will be continued to the next regularly scheduled meeting.

-By motion of the Spanish Fork City Council, pursuant to Title 52, Chapter 4 of the Utah Code, the City Council may vote to hold a closed meeting for any of the purposes identified in that Chapter.

-This agenda is also available on the City's webpage at www.spanishfork.org

SPANISH FORK CITY does not discriminate on the basis of race, color, national origin, sex, religion, age or disability in the employment or the provision of services. The public is invited to participate in all Spanish Fork City Council Meetings located at 40 South Main St. If you need

special accommodation to participate in the meeting, please contact the City Manager's Office at 804-4530.

1. 5:15pm WORK SESSION -No formal actions are taken in a work session.

A. Renew Choice - Renewable Energy Program-Chris Thompson

2. 6:00pm Agenda Items

3. CALL TO ORDER, PLEDGE, OPENING CEREMONY, RECOGNITIONS

A. Motivational/Inspirational Message

B. Pledge, led by invitation

4. PUBLIC COMMENTS

A. Public Comments Guidelines

5. COUNCIL COMMENTS

6. SPANISH FORK 101

A. Iceland Friendship City Visit - Mayor Steve Leifson

7. CONSENT ITEMS

A. Minutes of Spanish Fork City Council Meeting October 21, 2014

B. GS TrackMe Contract to Provide GPS Tracking Services for the Street Sweeper

C. Aqua Engineering Professional Services Agreement

D. SKM, Inc. Professional Services Agreement

E. Snowplow Indemnification Agreement with the Canyon Glen Homeowners Association

F. Fiesta Days Carnival Contract with Brown's Amusements

G. Contract with Frontier Rodeo for Fiesta Days Rodeo

H. Utah City Data User Agreement

8. PUBLIC HEARING

A. Joe Harris Zone Change

- B. Stillman Annexation
- C. Rock Crusher Amendment
- D. River Point Zone Change
- 9. NEW BUSINESS
 - A. River Point Preliminary Plat
 - B. Title 5 Amendment
 - C. Master Signage Plan -Canyon Creek
 - D. Consideration for adoption of a resolution of the City Council of Spanish Fork City, Utah authorizing the issuance and sale of not more than \$15,600,000 Sales Tax Revenue Bonds, Series 2014; and related matters
 - E. Utah Transportation Coalition Agreement for Professional Services to Promote Transportation Funding
 - F. Water Conservation Plan -Chris Thompson
 - G. Building Contract with Utah Valley Special Service District
- 10. ADJOURN TO REDEVELOPMENT AGENCY
 - A. Redevelopment Agency Agenda
- 11. RECONVENE BACK TO CITY COUNCIL MEETING
- 12. DISCUSSION
- 13. CLOSED SESSION The Spanish Fork City Council may temporarily recess the regular meeting and convene in a closed session to discuss pending or reasonably imminent litigation, and the purchase, exchange, or lease of real property, as provided by Utah Code Annotated 52-4-205
- 14. ADJOURN

Notice of Special Accommodations:

SPANISH FORK CITY does not discriminate on the basis of race, color, national origin, sex, religion, age or disability in the employment or the provision of services. The public is invited to participate in all Spanish Fork City Council Meetings located at 40 South Main St. If you need special accommodation to participate in the meeting, please contact the City Manager's Office at 804-4500.

Notice of Electronic or telephone participation:

N/A

Other information:

Location:

40 South Main Street, Spanish Fork , 84660

Contact information:

Angie Warner, awarner@spanishfork.org, 8018044531

SCHEDULE 2

ANNUAL MEETING SCHEDULE

*** Proof of Publication ***

The Daily Herald
State of Utah, Utah County > SS -----

Spanish Fork City
40 S MAIN ST
SPANISH FORK, UT 84660

ORDER NUMBER 23384

I, being first duly sworn depose and say that I am the Legal Billing Clerk of The Daily Herald, a newspaper of general circulation, published seven times each week at Provo, Utah, County of Utah; that the ad attached hereto, and which is a copy, was published in said newspaper; that said notice was published in the regular and entire issue of the paper during that period and times of publication, and was published in the newspaper proper and not in the supplement.

Same was also published online at utahlegals.com, according to Section 45-1-101, Utah Code Annotated, beginning on the first date of publication and for at least 30 days thereafter.

Breanna Whipple

PUBLISHED ON: 12/24/2013

TOTAL AD COST: 25.70
FILED ON: 12/26/2013

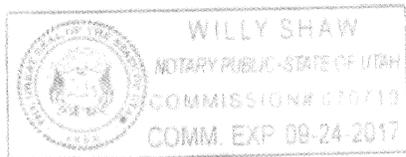
Willy Shaw
SIGNATURE

Subscribed and sworn to before me this the 27th DAY OF December 2013

PUBLIC NOTICE
 The City of Spanish Fork will hold their City Council Meetings on the following days. Each meeting begins at 6:00 p.m. on the First and Third TUESDAY of each month. Address: 40 South Main Street, Spanish Fork.

2014
 January 7, 21
 February 4, 18
 March 4, 18
 April 1, 15
 May 5, 20
 June 3, 17
 July 1, 15
 August 5, 19
 September 2, 16
 October 7, 21
 November 4, 18
 December 2, 16

The public is invited to participate in all Spanish Fork City Council Meetings. If you need special accommodation to participate in the meeting please contact the City Manager's Office 801-804-4531.
 Legal Notice 23384 Published in The Daily Herald December 24, 2013.



Angie Warner

From: support@utahinteractive.org
Sent: Monday, December 23, 2013 11:35 AM
To: pmn-5@listserv.utah.gov
Subject: Public Notice Updated for City Council

Utah Public Notice

Revised Notice

City Council

Spanish Fork City Council Annual Meeting Schedule

Notice Date & Time: 12/23/13 11:31 AM

Description/Agenda:

PUBLIC NOTICE

The City of Spanish Fork will hold their City Council Meetings on the following days. Each meeting begins at 6:00 p.m. on the First, and Third TUESDAY of each month. Address; 40 South Main Street, Spanish Fork.

2014
January 7, 21
February 4, 18
March 4, 18
April 1, 15
May 6, 20
June 3, 17
July 1, 15
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Notice of Electronic or telephone participation:

N/A

Other information:

Location:

40 South Main Street, Spanish Fork, 84660

Contact information:

Angie Warner, awarner@spanishfork.org, 8018044531

(attach Proof of Publication of
Notice of Bonds to be Issued)

EXHIBIT B

FORM OF SUPPLEMENTAL INDENTURE

(See Transcript Document No. ___)

EXHIBIT C

FORM OF BOND PURCHASE AGREEMENT

(See Transcript Document No. ___)

EXHIBIT D

FORM OF ESCROW AGREEMENT

(See Transcript Document No. _____)

EXHIBIT E

FORM OF PRELIMINARY OFFICIAL STATEMENT AND FINAL OFFICIAL
STATEMENT

(See Transcript Document No. _____)