Cottonwood Heights, Utah

10 May 2016

The City Council (the "*Council*") of the city of Cottonwood Heights, Utah (the "*Issuer*"), met in regular public session at the regular meeting place of the Council in Cottonwood Heights, Utah, on Tuesday, 10 May 2016, at the hour of 7:00 p.m., with the following members of the Council being present:

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| Kelvyn Cullimore, Jr. | Mayor |
| Mike Peterson | Councilmember |
| Mike Shelton | Councilmember |
| Tee Tyler | Councilmember |
| J. Scott Bracken | Councilmember |

Also present:

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| Linda W. Dunlavy | City Recorder |
| Dean Lundell | City Finance Director |
| John Park | City Manager |
| Shane Topham | City Attorney |

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 10 May 2016 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 Michael J. Peterson and seconded by Councilmember Tee W. Tyler, was adopted by the following vote:

AYE: 5

NAY: 0

The resolution is as follows:

# COTTONWOOD HEIGHTS

## RESOLUTION NO. 2016-34

A RESOLUTION OF THE CITY COUNCIL OF COTTONWOOD HEIGHTS, UTAH (THE "*ISSUER*"), AUTHORIZING THE ISSUANCE AND SALE OF NOT MORE THAN $3,500,000 AGGREGATE PRINCIPAL AMOUNT OF SALES TAX REVENUE BONDS, SERIES 2016; 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 SELECT A TRUSTEE AND APPROVE THE FINAL TERMS AND PROVISIONS OF THE BONDS WITHIN THE PARAMETERS SET FORTH HEREIN; PROVIDING FOR THE PUBLICATION OF A NOTICE OF PUBLIC HEARING AND BONDS TO BE ISSUED; PROVIDING FOR THE RUNNING OF A CONTEST PERIOD; AUTHORIZING AND APPROVING THE EXECUTION OF A GENERAL INDENTURE, A SUPPLEMENTAL INDENTURE, A BOND PURCHASE AGREEMENT, AN OFFICIAL NOTICE OF BOND SALE, AND OTHER DOCUMENTS THAT MAY BE REQUIRED IN CONNECTION THEREWITH; APPROVING A PRELIMINARY OFFICIAL STATEMENT AND AN OFFICIAL STATEMENT; 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) finance the acquisition, construction, furnishing and equipping of buildings and facilities to accommodate city hall functions, public works, and all related land and improvements (collectively, the "*Series 2016 Project*"), (b) fund any necessary debt service reserve funds, and (c) pay costs of issuance with respect to the Series 2016 Bonds herein described; and

**WHEREAS**, to accomplish the purposes set forth in the preceding paragraph, and subject to the limitations set forth herein, the Issuer desires to issue its Sales Tax Revenue Bonds, Series 2016 (the "*Series 2016 Bonds*") (to be issued from time to time as one or more series and with such other series or title designation[s] as may be determined by the Issuer), pursuant to (a) Local Government Bonding Act, Title 11, Chapter 14, UTAH CODE ANNOTATED 1953, as amended (the "*Act*"), (b) this Resolution, and (c) a General Indenture of Trust and a First Supplemental Indenture of Trust (collectively, the "*Indenture*"), each between the Issuer and a trustee (the "*Trustee*") to be selected by the Designed Officers (defined below), in substantially the forms presented to the meeting at which this Resolution was adopted and which are attached hereto as Exhibit B; and

**WHEREAS**, the Act provides that prior to issuing bonds, an issuing entity must (a) give notice of its intent to issue such bonds and (b) hold a public hearing to receive input from the public with respect to (i) the issuance of the bonds and (ii) the potential economic impact that the improvement, facility or property for which the bonds pay all or part of the cost will have on the private sector; and

**WHEREAS**, the Issuer desires to call a public hearing for this purpose and to publish a notice of such hearing with respect to the Series 2016 Bonds, including a notice of bonds to be issued, 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*"), in substantially the form attached hereto as Exhibit C to be entered into between the Issuer and the underwriter or the purchaser selected by the Issuer for the Series 2016 Bonds (the "*Underwriter/Purchaser*") in the event that the Series 2016 Bonds are not sold pursuant to a public bid with an official notice of bond sale; and

**WHEREAS**, in the event that the Designated Officers (defined below) determine that it is in the best interests of the Issuer to publicly offer all or a portion of the Series 2016 Bonds, the Issuer desires to authorize the use and distribution of one or more of a Preliminary Official Statement (the "*Preliminary Official Statement*") in substantially the form attached hereto as Exhibit D, including a form of an Official Notice of Bond Sale (the "*Official Notice of Bond Sale*") in the case where the Series 2016 Bonds are sold at a competitive sale, and to approve one or more of a final Official Statement (the "*Official Statement*") in substantially the form as the Preliminary Official Statement, and other documents relating thereto; and

**WHEREAS**, in order to allow the Issuer (with the consultation and approval of Lewis Young Robertson & Burningham, the Issuer's Financial Advisor) flexibility in setting the pricing date of the Series 2016 Bonds to optimize debt service costs to the Issuer, the Council desires to grant to any two of the Mayor or any authorized Mayor Pro Tempore, the City Manager, and the Finance Director (the "*Designated Officers*"), the authority to (a) determine whether all or a portion of the Series 2016 Bonds should be sold pursuant to a private placement or a public offering (including via a negotiated underwriter or public bid); (b) select the Trustee, approve the principal amounts, interest rates, terms, maturities, redemption features, and purchase price at which the Series 2016 Bonds shall be sold; (c) select the Underwriter/Purchaser of the Series 2016 Bonds or execute a Certificate of Award confirming the sale of the Series 2016 Bonds to the winning bidder pursuant to the Official Notice of Bond Sale; and (d) make 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 the city of Cottonwood Heights, Utah, as follows:

**Section 1.** For the purpose of (a) financing the Series 2016 Project; and (b) funding reserves and paying costs of issuance of the Series 2016 Bonds, the Issuer hereby authorizes the issuance of the Series 2016 Bonds which shall be designated "Cottonwood Heights, Utah Sales Tax Revenue Bonds, Series 2016" (to be issued from time to time as one or more series and with such other series or title designation[s] as may be determined by the Issuer) in the aggregate principal amount of not to exceed $3,500,000. The Series ~~2016~~ Bonds shall mature in not more than twenty-four (24) years from their date or dates, shall be sold at a price not less than ninety-

seven percent (97.0%) of the total principal amount thereof, shall bear interest at a rate or rates of not to exceed 5.00% per annum, as shall be approved by the Designated Officers, all within the Parameters set forth herein. The issuance of the Series 2016 Bonds shall be subject to the final approval of Bond Counsel and to the approval of the City Attorney for the Issuer.

**Section 2.** The Designated Officers are hereby authorized to specify and agree as to the method of sale (among competitive sale or negotiated sale (including a private placement without the use of an Official Statement); the final principal amounts, terms, discounts, maturities, interest rates, redemption features; and purchase price with respect to the Series 2016 Bonds for and on behalf of the Issuer, provided that such terms are within the Parameters set by this Resolution. The selection of the form of sale via a private placement, negotiated underwriting, or competitive sale, the selection of the Underwriter/Purchaser and the determination of the final terms and redemption provisions for the Series 2016 Bonds by the Designated Officers shall be evidenced by the execution of a Certificate of Award (the "*Certificate of Award*") in substantially the form attached hereto as Exhibit E (if the Series 2016 Bonds are sold at a competitive sale) or the Bond Purchase Agreement in substantially the form attached hereto as Exhibit C (if the Series 2016 Bonds are sold at a private or negotiated underwriting sale). The form of the Certificate of Award and of the Bond Purchase Agreement are hereby authorized, approved and confirmed.

**Section 3.** The Indenture and the Bond Purchase Agreement (if applicable) in substantially the forms presented to this meeting and attached hereto as Exhibit B and Exhibit C, respectively, are hereby authorized, approved, and confirmed. The Designated Officers are hereby authorized to execute and deliver the Indenture 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, in consultation with the Financial Advisor, within the Parameters set forth herein, and with such alterations, changes or additions as may be necessary or as may be authorized by Section 5 hereof. The Designated Officers are each hereby authorized to select the Underwriter/Purchaser and to specify and agree as to the final principal amounts, terms, discounts, maturities, interest rates, redemption features, purchase price, and any other terms with respect to the Series 2016 Bonds for and on behalf of the Issuer, provided that such terms are within the Parameters set by this Resolution.

**Section 4.** Should the Designated Officers determine to have the Series 2016 Bonds underwritten, the Issuer hereby authorizes the utilization of the Preliminary Official Statement (including an Official Notice of Bond Sale, as needed), in the form attached hereto as Exhibit D, in the marketing of the Series 2016 Bonds and hereby approves the Official Statement in substantially the same form as the Preliminary Official Statement. The Mayor or Mayor Pro Tempore is hereby authorized to execute the Official Statement evidencing its approval by the Issuer.

**Section 5.** The appropriate officials of the Issuer are authorized to make any alterations, changes or additions to the Indenture, the Series 2016 Bonds, the Bond Purchase Agreement, the Preliminary Official Statement (including, but not limited to, the addition of an official notice of bond sale), the Official Statement, the Certificate of Award, or any other document herein authorized and approved which may be necessary to conform the same to the final terms of the Series 2016 Bonds (within the Parameters set by this Resolution), to conform to any applicable bond insurance or reserve instrument or to remove the same, 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 6.** The form, terms, and provisions of the Series 2016 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 or Mayor Pro Tempore and the City Recorder are hereby authorized and directed to execute and seal the Series 2016 Bonds and to deliver said Series 2016 Bonds to the Trustee for authentication. The signatures of the Mayor or Mayor Pro Tempore and the City Recorder may be by facsimile or manual execution.

**Section 7.** 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 2016 Bonds in accordance with the provisions of the Indenture.

**Section 8.** Upon their issuance, the Series 2016 Bonds will constitute special limited obligations of the Issuer payable solely from and to the extent of the sources set forth in the Series 2016 Bonds and the Indenture. No provision of this Resolution, the Indenture, the Series 2016 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 taxing powers.

**Section 9.** The Designated Officers or 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 (including, without limitation, any tax compliance policies and reserve instrument guaranty agreements permitted by the Indenture) 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 10.** After the Series 2016 Bonds are delivered by the Trustee to the Underwriter/Purchaser, and upon receipt of payment therefor, this Resolution shall be and remain irrepealable until the principal of, premium (if any), and interest on the Series 2016 Bonds are deemed to have been duly discharged in accordance with the terms and provisions of the Indenture.

**Section 11.** The Issuer shall hold a public hearing on 14 June 2016, to receive input from the public with respect to (a) the issuance of the Series 2016 Bonds, and (b) the potential economic impact that the improvements to be financed with the proceeds of the Series 2016 Bonds will have on the private sector, which hearing date shall not be less than fourteen (14) days after notice of the public hearing is first published, such notice to be published (i) once a week for two consecutive weeks in The Salt Lake Tribune and the Deseret News, newspapers of general circulation in the Issuer, (ii) on the Utah Public Notice Website created under Section 63F-1-701, UTAH CODE ANNOTATED 1953, as amended, and (iii) on the Utah Legal Notices website (www.utahlegals.com) created under Section 45-1-101, UTAH CODE ANNOTATED 1953, as amended. The City Recorder shall cause a copy of this Resolution (together with all exhibits hereto) to be kept on file in the Issuer's city offices, 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 Issuer directs its officers and staff to publish a "Notice of Public Hearing and Bonds to be Issued" in substantially the following form:

## NOTICE OF PUBLIC HEARING AND BONDS TO BE ISSUED

**NOTICE IS HEREBY GIVEN** pursuant to the provisions of the Local Government Bonding Act, Title 11, Chapter 14, UTAH CODE ANNOTATED 1953, as amended, that on 10 May 2016, the City Council (the "*Council*") of Cottonwood Heights, Utah (the "*Issuer*"), adopted a resolution (the "*Resolution*") in which it authorized the issuance of the Issuer's Sales Tax Revenue Bonds, Series 2016 (with any other series or title designation determined by the Issuer, the "*Series 2016 Bonds*") and called a public hearing to receive input from the public with respect to (a) the issuance of the Series 2016 Bonds and (b) any potential economic impact that the Series 2016 Project described herein to be financed with the proceeds of the Series 2016 Bonds may have on the private sector.

## TIME, PLACE AND LOCATION OF PUBLIC HEARING

The Issuer shall hold a public hearing on 14 June 2016, at the hour of 7:00 p.m. at 1265 E. Fort Union Blvd., Suite 300, Cottonwood Heights, Utah. The purpose of the hearing is to receive input from the public with respect to (a) the issuance of the Series 2016 Bonds, and (b) any potential economic impact that the Series 2016 Project to be financed with the proceeds of the Series 2016 Bonds may have on the private sector. All members of the public are invited to attend and participate.

## PURPOSE FOR ISSUING THE SERIES 2016 BONDS

The Series 2016 Bonds will be issued for the purpose of (a) financing the costs of the acquisition, construction, furnishing and equipping of buildings and facilities to accommodate city hall functions, public works, and all related land and improvements (collectively, the "*Series 2016 Project*"), (b) funding any debt service reserve funds, as necessary, and (c) paying costs of issuance of the Series 2016 Bonds.

## PARAMETERS OF THE SERIES 2016 BONDS

The Issuer intends to issue the Series 2016 Bonds in the aggregate principal amount of not more than Three Million Five Hundred Thousand Dollars ($3,500,000), to mature in not more than twenty-four (24) years from their date or dates, to be sold at a price not less than ninety-seven percent (97.0%) of the total principal amount thereof, and bearing interest at a rate or rates not to exceed 5.00% per annum. The Series 2016 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 First 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 Issuer in such form and with such changes thereto as shall be approved by the Issuer; provided that the principal amount, interest rate or rates, maturity, and discount of the Series 2016 Bonds will not exceed the maximums set forth above.

## EXCISE TAXES PROPOSED TO BE PLEDGED

The Issuer proposes to pledge 100% of all the revenues produced by local sales and use taxes levied by the City under the Local Sales and Use Tax Act, Title 59, Chapter 12, Part 2, Utah Code (the "*Sales and Use Tax*").

## OUTSTANDING BONDS SECURED BY PLEDGED TAXES

Other than the proposed Series 2016 Bonds, the Issuer currently has $13,705,000 of bonds outstanding secured by the Sales and Use Tax.

## OTHER OUTSTANDING BONDS OF THE ISSUER

Additional information regarding the Issuer's outstanding bonds or obligations may be found in the Issuer's financial report (the "*Financial Report*") at: http://auditor.utah.gov/accountability/financial-reports-of-local-governments/. For additional information, including any information more recent than as of the date of the Financial Report, please contact Dean Lundell, Finance Director at (801) 944-7012.

## TOTAL ESTIMATED COST

Based on the Issuer's current plan of finance and a current estimate of interest rates, the total principal and interest cost of the Series 2016 Bonds if held until maturity is $4,979,682.92.

A copy of the Resolution and the Indenture are on file in the office of the City Recorder, 1265 E. Fort Union Blvd., Suite 250, Cottonwood Heights, Utah, where they may be examined during regular business hours of the City Recorder from 8:00 a.m. to 6:00 p.m., Monday through Thursday and 8:00 a.m. to 5:00 p.m. on Fridays, for a period of at least thirty (30) days from and after the 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 (i) any person in interest shall have the right to contest the legality of the Resolution, the Indenture (as it pertains to the Series 2016 Bonds), or the Series 2016 Bonds, or any provision made for the security and payment of the Series 2016 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 and (ii) registered voters within Cottonwood Heights, Utah may sign a written petition requesting an election to authorize the issuance of the Series 2016 Bonds. If written petitions which have been signed by at least 20% of the registered voters of Cottonwood Heights, Utah are filed with the Issuer during said 30-day period, the Issuer shall be required to hold an election to obtain voter authorization prior to the issuance of the Series 2016 Bonds. If fewer than 20% of the registered voters of Cottonwood Heights, Utah file a written petition during said 30-day period, the Issuer may proceed to issue the Series 2016 Bonds without an election.

**DATED** 10 May 2016.

/s/ Linda W. Dunlavy
City Recorder

**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.

**Section 13.** The Issuer hereby declares its intention and reasonable expectation to use proceeds of tax-exempt bonds to reimburse itself for initial expenditures for costs of the Series 2016 Project. The Series 2016 Bonds are to be issued, and the reimbursements made, by the later of 18 months after the payment of the costs or after the Series 2016 Project is placed in service, but in any event, no later than three years after the date the original expenditure was paid. The maximum principal amount of the Series 2016 Bonds which will be issued to finance the reimbursed costs of the Series 2016 Project is not expected to exceed $3,500,000.

This Resolution, assigned no. 2016-34, shall take effect immediately upon passage.

**APPROVED AND ADOPTED** 10 May 2016.

**COTTONWOOD HEIGHTS CITY COUNCIL**

(SEAL)

By: _____
**Kelvyn H. Cullimore, Jr.**, Mayor

**ATTEST:**

By: _____
**Linda W. Dunlavy**, City Recorder

**VOTING**:

| | | |
|---|---|---|
| Kelvyn H. Cullimore, Jr. | Yea ✓ | Nay ___ |
| Michael L. Shelton | Yea ✓ | Nay ___ |
| J. Scott Bracken | Yea ✓ | Nay ___ |
| Michael J. Peterson | Yea ✓ | Nay ___ |
| Tee W. Tyler | Yea ✓ | Nay ___ |

**DEPOSITED** in the office of the City Recorder this 10th day of May 2016.

**RECORDED** this 10 day of May 2016.

(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:_____
**Kelvyn H. Cullimore, Jr.**, Mayor

**ATTEST:**

By:_____
**Linda W. Dunlavy**, City Recorder

STATE OF UTAH )
: ss.
COUNTY OF SALT LAKE )

I, Linda W. Dunlavy, the duly appointed and qualified City Recorder of Cottonwood Heights, Utah (the "*City*"), do hereby certify according to the records of the City's City Council (the "*City Council*") in my official possession that the foregoing constitutes a true and correct excerpt of the minutes of the meeting of the City Council held on 10 May 2016, 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 10 May 2016, and pursuant to the Resolution, there was published a Notice of Public Hearing and Bonds to be Issued: (a) once a week for two consecutive weeks in The Salt Lake Tribune and the Deseret News, newspapers having general circulation within the City, the affidavit of which publications will be attached 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 10 May 2016.

(SEAL)

By:_____
**Linda W. Dunlavy**, City Recorder

**EXHIBIT A**

CERTIFICATE OF COMPLIANCE WITH OPEN MEETING LAW

I, Linda W. Dunlavy, the undersigned City Recorder of Cottonwood Heights, 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 10 May 2016, public meeting held by the City Council of the City (the "*City Council*") as follows:

(a) By causing a Notice, in the form attached hereto as Schedule 1, to be posted at the principal offices of the City on 9 May 2016, 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 Salt Lake Tribune and the Deseret News on 9 May 2016, 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 posted 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 2016 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 City Council to be held during the year, by causing said Notice to be (a) posted in December 2015, at the principal office of the City Council, (b) provided to at least one newspaper of general circulation within the City in December 2015, and (c) 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 10 May 2016.

(SEAL)

By: Linda Dunlavy
**Linda W. Dunlavy**, City Recorder

**SCHEDULE 1**

(Attach Notice of Meeting)

**SCHEDULE 2**

(Attach Copy of 2016 Annual Meeting Schedule)

(Attach Proof of Publication of
Notice of Public Hearing and Bonds to be Issued)

**EXHIBIT B**

FORM OF INDENTURE

(See Transcript Document No. ___)

**EXHIBIT C**

FORM OF BOND PURCHASE AGREEMENT

(See Transcript Document No. ___)

**EXHIBIT D**

FORM OF PRELIMINARY OFFICIAL STATEMENT

(See Transcript Document No. ___)

**EXHIBIT E**

CERTIFICATE OF AWARD

(See Transcript Document No. ___)