

Santaquin, Utah

March 18, 2015

The City Council (the "Council") of the Santaquin City, Utah (the "Issuer"), met in regular public session at the regular meeting place of the Council in Santaquin City, Utah, on March 18, 2015 at the hour of 6:00 p.m., with the following members of the Council being present:

Kirk Hunsaker	Mayor
Keith Broadhead	Councilmember
Matt Carr	Councilmember
Amanda Jeffs	Councilmember
Nicholas Miller	Councilmember
David Hathaway	Councilmember

Also present:

Ben Reeves	City Manager
Linda Midgley	Deputy City Recorder

Absent:

After the meeting had been duly called to order and after other matters not pertinent to this Resolution had been discussed, a Certificate of Compliance with Open Meeting Law with respect to this March 18, 2015, meeting was presented to the City Council, a copy of which is attached hereto as Exhibit A.

Thereupon, Councilmember Carr introduced the following resolution in writing, which was thereupon read and moved for its adoption. Councilmember Miller seconded the motion to adopt said resolution and the motion and resolution were adopted on the following recorded vote:

Those voting AYE: Council Members Broadhead, Carr, Hathaway, Jeffs and Miller

Those voting NAY: None

The resolution was then signed by the Mayor in open meeting and recorded by the City Recorder in the official records of Santaquin City, Utah. The resolution is as follows:

RESOLUTION NO. 03-05-2015

A RESOLUTION PROVIDING FOR THE CREATION OF A LOCAL BUILDING AUTHORITY BY SANTAQUIN CITY, UTAH; AUTHORIZING OFFICIAL ACTION; AND PROVIDING AN EFFECTIVE DATE; AND AUTHORIZING INCIDENTAL ACTION; AND RELATED MATTERS.

WHEREAS, Santaquin City, Utah (the "City"), is a body politic and political subdivision existing as such by virtue of the Constitution and laws of the State of Utah; and

WHEREAS, the City desires to create a building authority in the form of a nonprofit corporation (the "Authority"), and pursuant to the Local Building Authority Act, Title 17D, Chapter 2, Utah Code Annotated 1953, as amended (the "Building Authority Act") for the purpose of acquiring, improving, or extending one or more projects as defined in the Building Authority Act, and to finance their costs on behalf of the City in accordance with the procedures and subject to limitations of the Building Authority Act in order to accomplish the public purposes for which the City exists; and

WHEREAS, it is in the best interests of the citizens of the City that the creation of the Authority be authorized in the manner and for the purposes hereinafter set forth; and

WHEREAS, it is necessary to authorize the establishment of the Authority under and in compliance with the laws of the State of Utah and to authorize other actions in connection therewith;

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF SANTAQUIN CITY, UTAH, AS FOLLOWS:

1. Terms defined in the foregoing recitals shall have the same meaning when used herein. All action heretofore taken (not inconsistent with the provisions of this Resolution) by the City Council and by other officers of the City directed toward the creation and establishment of the Authority, are hereby ratified, approved and confirmed.

2. It is hereby found and determined by the City Council that the creation of the Authority as a nonprofit corporation under the provisions of the Utah Revised Nonprofit Corporation Act, Title 16, Chapter 6a, Utah Code Annotated 1953, as amended and under the Act is appropriate to the general welfare, order and security of the City and is in the best interests of the citizens of the City, and the organization of the Authority pursuant to the Act is hereby approved.

3. The Articles of Incorporation and the Bylaws of the Authority in the form presented to this meeting and attached hereto as Exhibits B and C, respectively, are hereby authorized and approved and the City Council is hereby authorized and directed to (i) execute and file Articles of Incorporation in substantially the form attached as Exhibit B, (ii) hold an organizational meeting for such corporation, (iii) adopt bylaws in substantially the form attached as Exhibit C, (iv) elect officers for such corporation, and

(v) take all other action necessary and appropriate to properly organize said corporation under the laws of the State of Utah.

4. The governing board of the Authority shall at all times be comprised of the members of the City Council of the City.

5. The appropriate officers of the City are hereby authorized and directed to take all other action necessary or appropriate to effectuate the provisions of this Resolution.

6. If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

7. All acts, orders and resolutions, and parts thereof in conflict with this Resolution be, and the same are hereby, rescinded.

8. This Resolution shall become effective immediately after the adoption thereof.

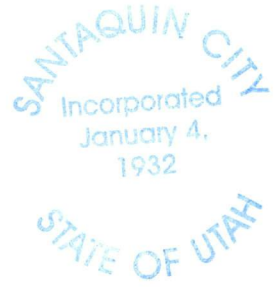
PASSED AND ADOPTED by the City Council of Santaquin City, Utah, this
March 18, 2015.



By: 
Mayor

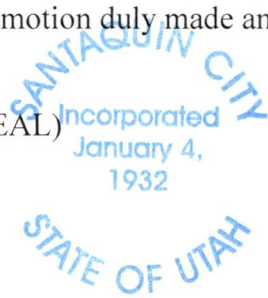
ATTEST:

By: 
City Recorder



After the conduct of other business not pertinent to the foregoing, the meeting was on motion duly made and seconded, adjourned.

(SEAL)



By: 
Mayor

ATTEST:

By: 
City Recorder



STATE OF UTAH)
 : ss.
COUNTY OF UTAH)

I, Susan Farnsworth, the undersigned duly qualified and acting City Recorder of Santaquin City, Utah (the "City"), do hereby certify as follows:

(a) That the foregoing typewritten pages constitute a full, true and correct copy of the record of proceedings of the City Council taken at a meeting thereof held on March 18, 2015, commencing at the hour of 6:00 p.m., insofar as said proceedings relate to the consideration and adoption of a resolution authorizing the creation of a building authority; that I personally attended said meeting, and that the proceedings were in fact held as in said minutes specified.

(b) That due, legal and timely notice of said meeting was served upon all members as required by law and the rules and ordinances of the City.

(c) That the above resolution was deposited in my office on March 18, 2015, has been recorded by me, and is a part of the permanent records of the City.

IN WITNESS WHEREOF, I have hereunto subscribed my official signature and affixed the seal of the City this March 18, 2015.



By: Susan Farnsworth
City Recorder

EXHIBIT A

CERTIFICATE OF COMPLIANCE WITH OPEN MEETING LAW

I, Susan Farnsworth, the duly qualified and acting City Recorder of Santaquin City, Utah (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, 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 March 18, 2015, public meeting held by the Issuer as follows:

(a) By causing a Notice, in the form attached hereto as Schedule 1, to be posted at the Issuer's principal offices 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 Payson Chronicle at least twenty-four (24) hours prior to the convening of the meeting; and

(c) By causing a copy of such Notice 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 2015 Annual Meeting Schedule for the Issuer (attached hereto as Schedule 2) was given specifying the date, time and place of the regular meetings of the Issuer to be held during the year, by causing said Notice to be (i) posted on December 29, 2014, at the principal office of the Issuer, (ii) provided to at least one newspaper of general circulation within the geographic jurisdiction of the Issuer on December 29, 2014 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 signature this March 18, 2015.



By: Susan Farnsworth
City Recorder

SCHEDULE 1
NOTICE OF MEETING

Notice is hereby given that the City Council of the City of Santaquin will hold a City Council Meeting on Wednesday, March 18, 2015, in the Council Chambers, 45 West 100 South, at 6:00 p.m.

1. **ROLL CALL**
2. **PLEDGE OF ALLEGIANCE**
3. **INVOCATION/INSPIRATIONAL THOUGHT**
4. **CONSENT AGENDA**
 - a. Minutes
 1. March 04, 2015 Council Meeting
 - b. Bills
 1. \$248,072.97
5. **FORUM, BID OPENINGS, AWARDS, AND APPOINTMENTS**

Public Forum is held to a 30-minute maximum with each speaker given no more than 5 minutes each. If more than 6 Speakers, time will be adjusted accordingly to meet the 30 minute requirement

 - a. Award of the 500 East Main Street Bid
6. **FORMAL PUBLIC HEARING**
 - a. Transportation Impact Fee
7. **UNFINISHED BUSINESS**
8. **BUSINESS LICENSES**
9. **NEW BUSINESS**
 - a. Eric Franson – Annual Report of the Summit Creek Management Plan
 - b. Zions Bank Representative Jonathan Ward
 1. Creation of a Building Authority in support of construction of the Public Works Building
 2. Discussion with regard to a Special Assessment area
 - c. Discussion and Possible Action with Stone Hollow Preliminary Plat
 - d. Discussion and Possible Action with Regard to Santaquin City Property Interests Along Main Street
 - e. Discussion and Possible Action with Regard to Emergency Communications Vendors
 - f. Discussion and Possible Action with Regard to a Possible Recreation Arts and Parks Sales Tax
 - g. Discussion and Possible Action with Regard to the Public Works Building Design and Construction Schedule and Bidding Process
 - h. Discussion and Possible Action with Regard to a Proposal to Host the Big Top Circus – 1 day event
10. **INTRODUCTIONS AND ADOPTION OF ORDINANCES AND RESOLUTIONS**
 - a. Resolution 03-01-2015, "A Resolution Approving A Contract with McNeil Engineering for Engineering Services"
 - b. Resolution 03-03-2015, "A Resolution Approving a Fee Schedule of Santaquin City"
 - c. Resolution 03-04-2015, "A Resolution Approving the Exchange of Right of Way Along Orchard Lane and 500 East"
 - d. Resolution 03-05-2015, "A Resolution Providing for the Creation of a Local Building Authority"
11. **CONVENE OF THE COMMUNITY DEVELOPMENT BOARD**
12. **CONVENE OF THE SPECIAL SERVICE DISTRICT FOR ROADS MAINTENANCE**
13. **PETITIONS AND COMMUNICATIONS**
14. **REPORTS OF OFFICERS, STAFF, BOARDS, AND COMMITTEES**
 - a. City Manager Reeves
 - b. Assistant City Manager Marker
15. **REPORTS BY MAYOR AND COUNCIL MEMBERS**
 - a. Mayor Hunsaker
 - b. Council Members
16. **EXECUTIVE SESSION** (May be called to discuss the character, professional competence, or physical or mental health of an individual)
17. **EXECUTIVE SESSION** (May be called to discuss the pending or reasonably imminent litigation, and/or purchase, exchange, or lease of real property)
18. **ADJOURNMENT**

If you are planning to attend this Public Meeting and, due to a disability, need assistance in understanding or participating in the meeting, please notify the City ten or more hours in advance and we will, within reason, provide what assistance may be required.

CERTIFICATE OF MAILING/POSTING

The undersigned duly appointed City Recorder for the municipality of Santaquin City hereby certifies that a copy of the foregoing Notice and Agenda was e-mailed to the Payson Chronicle, Payson, UT, 84651, posted in 3 places; City Center, Post Office and Zions Bank as well as posted on the State of Utah's Public Website.

BY: _____
Susan B. Farnsworth, City Recorder

SCHEDULE 2

NOTICE OF ANNUAL MEETING SCHEDULE

NOTICE

Santaquin City Council 2015 Meeting Schedule

City Council Meetings and Work Session will be held on the 1st and 3rd Wednesdays of each month beginning at 6:00 pm with Special Meetings being called as deemed necessary.

Published/noticed

Payson Chronicle the week of December 29, 2014.

Zions Bank

City Center

Post Office

EXHIBIT B

ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION
OF
LOCAL BUILDING AUTHORITY
OF
SANTAQUIN CITY, UTAH

We, the undersigned citizens of the State of Utah and of the United States as elected officials of Santaquin City, Utah (the "City"), have associated ourselves together with the purpose of incorporating as a nonprofit corporation under the Utah Revised Nonprofit Corporation Act, Title 16, Chapter 6a, Utah Code Annotated 1953, as amended, the Local Building Authority Act, Title 17D, Chapter 2, Utah Code Annotated 1953, as amended (collectively the "Acts"), and the Constitution and other laws of the State of Utah, and do hereby execute, adopt and acknowledge in duplicate originals the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation created hereunder shall be the "Local Building Authority of Santaquin City, Utah" (the "Authority").

ARTICLE II

PLACE OF BUSINESS

The principal place of business of the Authority shall be located in Santaquin, Utah, and the initial principal office of the Authority shall be located at the Santaquin City Offices at 275 West Main, Santaquin, Utah.

ARTICLE III

PERIOD OF DURATION

The Authority is hereby declared to have a perpetual duration unless dissolved as provided in accordance with Article X hereof.

ARTICLE IV

OBJECTS, PURPOSES AND POWERS

The objects and purposes for which the Authority is founded and incorporated are to acquire, improve, or extend one or more projects and to finance their costs on behalf of the City in accordance with the procedures and subject to the limitations of the Local Building Authority Act, Title 17D, Chapter 2, Utah Code Annotated 1953, as amended, in order to accomplish the public purposes for which the City exists.

In furtherance thereof, the Authority shall have all of the powers set forth in the Acts and the Constitution and other laws of the State of Utah. The Authority shall not, however, undertake any of the activities set forth in the preceding paragraph without prior authorization therefor by the governing body of the City.

The purpose and essence of the Authority shall be purely civic, benevolent, charitable, and philanthropic. The Authority shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that would prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification. It is hereby expressly declared that this Authority has been organized not for gain, and that no loans, dividends, or other distributions, except for the payment of reasonable compensation for services rendered or reimbursement for reasonable expenses, shall ever be declared or paid to any of its trustees or officers.

The Authority shall have no shareholders and shall not issue shares of stock and none of its property, real or personal, shall ever be used or expended except in carrying into effect the legitimate ends and aims of the Authority.

At no time shall the Authority engage in any activities which are unlawful under the laws of the United States of America, the State of Utah, or any other jurisdiction wherein it conducts its activities. No substantial part of the activities of the Authority shall include the carrying on of propaganda, or otherwise attempting to influence legislation and the Authority shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE V

GOVERNING BOARD

The initial membership of the Governing Board shall be comprised of six trustees. The names and addresses of the persons who are to serve as the initial members of the Governing Board of the Authority are:

<u>Name</u>	<u>Street Address</u>
Kirk Hunsaker	275 West Main Santaquin, Utah 84655
Keith Broadhead	275 West Main Santaquin, Utah 84655
Matt Carr	275 West Main Santaquin, Utah 84655
Amanda Jeffs	275 West Main Santaquin, Utah 84655
Nicholas Miller	275 West Main Santaquin, Utah 84655
David Hathaway	275 West Main Santaquin, Utah 84655

The Governing Board shall be comprised of the Mayor and all members of the City Council of the City (the "City Council") as may from time to time serve as Mayor or on such City Council and any change in the Mayor or composition of the membership of the City Council shall automatically and without any action required hereunder operate to change the composition of the membership of the Governing Board. To the extent permitted by law, members of the Governing Board may be removed and replaced by the City Council of the City at any time in its discretion.

ARTICLE VI

REGISTERED OFFICE; REGISTERED AGENT

The address of the initial registered office of the Authority shall be 275 West Main, Santaquin, Utah 84655, and the name of the initial registered agent for the Authority at said address is Ben Reeves, City Manager, who by his signature accepts this appointment

By: _____



Registered Agent

ARTICLE VII

DISPOSITION OF PROPERTY

The Governing Board of the Authority shall not sell, transfer, mortgage, convey, or otherwise dispose of all or any major part of the property and assets of the Authority, nor shall the Authority be dissolved, merged, or consolidated with any other corporation

or other legal entity, except on an affirmative vote of a majority of the Governing Board and the approval of the City Council of the City.

The City, having authorized and directed the creation of the Authority, shall at all times during the existence of the Authority have a beneficial interest in the Authority and its assets, properties, and moneys. Whenever notes, bonds, or other evidences of indebtedness issued by the Authority on behalf of the City are satisfied, discharged, and retired, title to all real and personal property financed with the proceeds of such notes, bonds, or other evidences of indebtedness shall be forthwith transferred to the City.

No part of the net earnings of the Authority shall inure to the benefit or be distributable to its trustees, officers, or other persons, except that the Authority shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE VIII

BYLAWS

The Governing Board of the Authority shall have the power to make such prudent bylaws not inconsistent with the Constitution and laws of the State of Utah and these Articles of Incorporation as it may deem necessary or proper for the management of the business and affairs of the Authority; provided, however, that all bylaws and any amendments thereto must be approved by the City Council of the City.

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended on approval of a majority vote of the Governing Board of the Authority and a majority vote of the City Council of the City.

ARTICLE X

DISSOLUTION

Upon the dissolution of the Authority, and after paying or making provisions for the payment of all of its liabilities, the Authority shall convey any of its remaining assets to the City; provided, however, that the Authority may not be dissolved unless all outstanding bonds and other obligations of the Authority are paid in full as to principal, interest, and redemption premiums, if any, or unless provision for the payment of the same when due has been made.

ARTICLE XI

INCORPORATORS

The names and addresses of the incorporators of the Authority are:

<u>Name</u>	<u>Street Address</u>
Kirk Hunsaker	275 West Main Santaquin, Utah 84655
Keith Broadhead	275 West Main Santaquin, Utah 84655
Matt Carr	275 West Main Santaquin, Utah 84655
Amanda Jeffs	275 West Main Santaquin, Utah 84655
Nicholas Miller	275 West Main Santaquin, Utah 84655
David Hathaway	275 West Main Santaquin, Utah 84655

ARTICLE XII

LIABILITIES FOR DEBTS

The members of the Governing Board and officers of the Authority shall not be personally liable for the debts or any other obligations of the Authority.

DATED this March 18th, 2015.



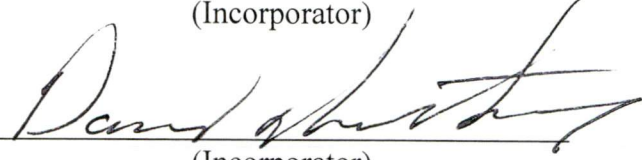
(Incorporator)



(Incorporator)



(Incorporator)



(Incorporator)



(Incorporator)



(Incorporator)

STATE OF UTAH)
 : ss.
COUNTY OF UTAH)

The foregoing instrument was acknowledged before me this March 25th, 2015, by Kirk Hunsaker, Keith Broadhead, Matt Carr, Amanda Jeffs, Nicholas Miller and David Hathaway.

Susan B Farnsworth
NOTARY PUBLIC

(SEAL)



EXHIBIT C

BYLAWS

BYLAWS
OF
LOCAL BUILDING AUTHORITY
OF
SANTAQUIN CITY, UTAH

ARTICLE I
OFFICES

The principal corporate office of the Local Building Authority of Santaquin City, Utah (the "Authority"), shall be located at 275 West Main, Santaquin, Utah.

ARTICLE II
PURPOSE

The objects and purposes for which the Authority is founded and incorporated are to acquire, improve or extend one or more projects and to finance their costs on behalf of Santaquin City, Utah (the "City"), in accordance with the procedures and subject to the limitations of the Local Building Authority Act, Title 17D, Chapter 2, Utah Code Annotated 1953, as amended (the "Act"), in order to accomplish the purposes for which the City exists.

In furtherance thereof, the Authority shall have all of the powers set forth in the Act and the Constitution and other laws of the State of Utah. The Authority shall not, however, undertake any of the activities set forth in the preceding paragraph without prior authorization therefor by the City Council of the City.

The purpose and essence of the Authority shall be purely civic, benevolent, charitable, and philanthropic. The Authority shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that would prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification. It is hereby expressly declared that this Authority has been organized not for gain, and that no loans, dividends, or other distributions shall ever be declared or paid to any of its trustees or officers. The Authority shall have no shareholders and shall not issue shares of stock and none of its property, real or personal, shall ever be used or expended except in carrying into effect the legitimate ends and aims of the Authority.

At no time shall the Authority engage in any activities which are unlawful under the laws of the United States of America, the State of Utah, or any other jurisdiction wherein it conducts its activities. No substantial part of the activities of the Authority shall include the carrying on of propoganda, or otherwise attempting to influence legislation and the Authority shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE III

GOVERNING BOARD

Section 1. General Powers. The affairs of the Authority shall be managed by a governing board (the "Governing Board").

Section 2. Number, Tenure, and Qualifications. The number of trustees shall be six and shall consist of the Mayor and the members of the City Council of the City (the "City Council) as may from time to time serve as Mayor or on such City Council, and any change in the office of Mayor or the composition of the membership of the City Council shall automatically and without any action required hereunder operate to change the composition of the membership of the Governing Board. The initial trustees are designated in the Articles of Incorporation, and each shall serve as a member of the Governing Board for a term of four years or until his/her death, incapacity, resignation, or removal from such office or, if applicable, until such officer shall cease to be Mayor or a member of the City Council. Whenever a member of the Governing Board shall cease to be Mayor or a member of the City Council, his/her successor shall, upon his/her election and qualification for office, thereupon become a member of the Governing Board. To the extent permitted by law, members of the Governing Board may be removed and replaced by the City Council at any time in its discretion.

Section 3. Regular Meetings. Regular meetings of the Governing Board shall be held in compliance with the laws of the State of Utah relating to open and public meetings, Title 52, Chapter 4, Utah Code Annotated 1953, as amended (the "Open Meeting Law"), at such times and places as the Governing Board may by resolution designate. No annual meeting is required for the Authority.

Section 4. Special Meetings. Special meetings of the Governing Board may be called by or at the request of the Chair/President of the Governing Board (the "Chair/President") or any two trustees and shall be held in compliance with the Open Meeting Law, at the principal office of the Authority or at such other place as the Chair/President may determine.

Section 5. Notice. Public notice of all meetings of the Governing Board shall be given in accordance with the Open Meeting Law. Notice to the trustees of any regular meeting of the Governing Board shall be deemed given upon the enactment of the resolution scheduling such meeting. Notice to the trustees of any special meeting of the

Governing Board shall be given at least twenty-four (24) hours previously thereto by written notice delivered personally.

Section 6. Quorum. A majority of the then current membership of the Governing Board shall constitute a quorum for the transaction of business at any meeting of the Governing Board; but if fewer than a majority of the trustees of the Governing Board are present at any meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice.

Section 7. Governing Board Decisions. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Governing Board, unless the act of a greater number is required by law or by these bylaws (the "Bylaws").

Section 8. Compensation. Trustees as such shall not receive any compensation for their services, but by resolution of the Governing Board, expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Governing Board. Nothing herein contained shall be construed to preclude any trustee from serving the Authority in any other capacity and receiving compensation therefor.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chair of the Governing Board, who shall also serve as President of the Authority (the "Chair/President"), a Vice President, a Secretary-Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the offices of Chair/President and Secretary-Treasurer. Upon their election by the Governing Board or other qualification for office, each officer shall serve a term of four years or until his/her death, incapacity, resignation, or removal from such office or, if applicable, until such officer shall cease to be Mayor or a member of the City Council. With specific regard to the office of Chair/President, the elected Mayor, Mayor pro-tem or interim Mayor shall serve as the Chair/President of the Authority until replaced and upon such replacement the succeeding Mayor, Mayor pro-tem or interim Mayor shall serve as the Chair/President of the Authority. With specific regard to the office of Secretary-Treasurer, the appointed City Recorder, interim City Recorder or Deputy City Recorder shall serve as the Secretary-Treasurer of the Authority until replaced and upon such replacement the succeeding City Recorder, interim City Recorder or Deputy City Recorder shall serve as the Secretary-Treasurer of the Authority.

Section 2. Election. The officers of the Authority shall be elected by the Governing Board. New offices may be created and filled at any meeting of the Governing Board.

Section 3. Removal. Any officer elected or appointed by the Governing Board may be removed by the Governing Board whenever in its judgment the best interests of the Authority would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise, may be temporarily filled by another member of the Governing Board for the unexpired portion of the term.

Section 5. Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Governing Board. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this Authority. The powers and the duties of the Chair/President of the Governing Board shall be to make application and implementation of policies and procedures for the day-to-day operation of the Authority and for the operation and administration of any real or personal property owned or controlled by the Authority. The Chair/President of the Governing Board shall also implement the policies as adopted by the Governing Board; and provide a liaison between the Authority and the City Council and citizens of the City. In the absence of the Chair/President, the Vice President is hereby authorized by these bylaws to act in his place.

ARTICLE V

COMMITTEES

The Governing Board, in its discretion, may constitute and appoint committees to assist in the supervision, management, and control of the affairs of the Authority with responsibilities and powers appropriate to the nature of the several committees and as provided by the Governing Board in the resolution of appointment or in subsequent resolutions and directives. Each committee so constituted and appointed by the Governing Board shall serve at the pleasure of the Governing Board. In addition to such obligations and functions as may be expressly provided by the Governing Board, each committee constituted pursuant to these Bylaws and appointed by the Governing Board shall from time to time report to and advise the Governing Board on corporate affairs within its particular area of responsibility and interest. The Governing Board may provide by general resolution applicable to all such committees for the organization and conduct of the business of the committees. Such committees as provided in this section of these Bylaws shall not have nor exercise the authority of the Governing Board in the management of the Authority. Any member of such committee may be removed by the Governing Board whenever in its judgment the best interests of the Authority shall be served by such removal.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Governing Board may authorize any officer or officers, agent, or agents of the Authority to enter into any contract, to execute and deliver any instrument in the name of and on behalf of the Authority and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Authority shall be signed by such officer or officers, agent, or agents of the Authority, and in such manner as shall from time to time be determined by resolution of the Governing Board. In the absence of such determination by the Governing Board, such instruments shall be signed by the Chair/President or Vice President and countersigned by the Secretary-Treasurer of the Authority.

Section 3. Deposits. All funds of the Authority shall be deposited from time to time to the credit of the Authority in such banks, trust companies, or other depositories as the Governing Board may select.

Section 4. Gifts. The Governing Board may accept on behalf of the Authority any contribution, gift, bequest, or devise for any purpose of the Authority.

ARTICLE VII

BOOKS AND RECORDS

The Authority shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Governing Board and committees.

ARTICLE VIII

SEAL

The corporate seal for the Authority shall be circular in shape with the word "SEAL" in bold face type in the center and with the words "Local Building Authority of Santaquin City, Utah" on the perimeter of the seal.

ARTICLE IX

WAIVER OF NOTICE

Whenever a notice is required to be given to a member of the Governing Board under the provisions of the statutes of the State of Utah or under the provisions of these Bylaws of the Authority or under the Articles of Incorporation of this Authority, a waiver thereof in writing by each trustee entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

MANNER OF OPERATION

Section 1. Operation to be for the Public Good. The Authority shall at all times conduct its operations in a manner consistent with the best interests of the City and the citizens thereof. It is hereby declared that the Authority, having been created pursuant to a resolution duly and regularly adopted by the City Council shall at all times act with the approval of the City Council given by means of a resolution, ordinance, or other official approval of such body.

Section 2. Compliance with Other Requirements of Law. The Authority has been created under and pursuant to the Act and the Utah Revised Nonprofit Corporation Act, Title 16, Chapter 6a, Utah Code Annotated 1953, as amended, and shall operate in strict accordance therewith. The officers of the Authority shall at all times do such things as are required of corporations created under such acts and as may be necessary and proper to preserve and protect the existence of the Authority thereunder.

Section 3. Compliance with Certain Federal Income Tax Revisions. The Authority has been created with the intent that it would qualify as a corporation described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as well as under any similar provision of the Internal Revenue Code subsequently enacted. Accordingly, the Authority shall undertake no action which would result in the Authority failing to qualify as a corporation described under said Section of the Internal Revenue Code subsequently enacted.

The undersigned, being the Secretary-Treasurer of the Authority, does hereby certify that the foregoing Bylaws have been duly adopted as Bylaws of the Authority and are the full and complete Bylaws of the Authority as of this date.

DATED at Santaquin City, Utah, this 23rd, 2015.
day of march

By: SBjarnsworth
Secretary-Treasurer