

NOTICE OF SPECIAL MEETING

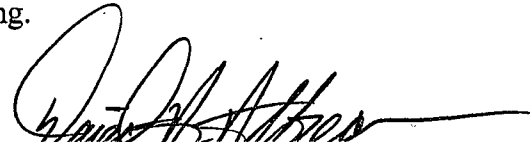
TO THE MEMBERS OF THE TOWN COUNCIL OF THE TOWN OF EAGLE MOUNTAIN, COUNTY OF UTAH, STATE OF UTAH:

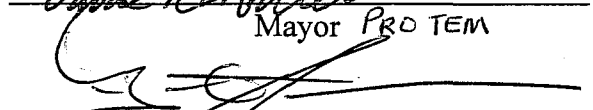
NOTICE IS HEREBY GIVEN that a special meeting of the Town Council of the Town of Eagle Mountain, Utah County, Utah (the "Town"), will be held at the Town Council's regular meeting place at 4:00 p.m. on Thursday, the 21st day of December, 2000, for the purpose of adopting a resolution which authorizes the issuance of the Town's \$8,700,000 Water and Sewer Revenue Bonds, Series 2000, and for the transaction of such other business incidental to the foregoing as may come before said meeting.

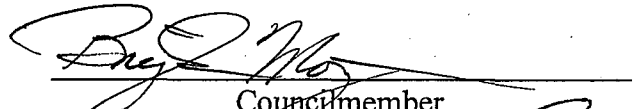

Town Recorder

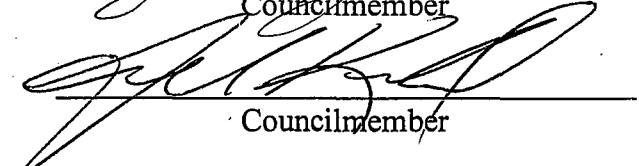
ACKNOWLEDGMENT OF NOTICE AND CONSENT TO SPECIAL MEETING

We, the Mayor and members of the Town Council of the Town of Eagle Mountain, Utah County, Utah, do hereby acknowledge receipt of the foregoing Notice of Special Meeting, and we hereby waive any and all irregularities, if any, in such notice and in the manner of service thereof upon us and consent and agree to the holding of such special meeting at the time and place specified in said notice, and to the transaction of any and all business which may come before said meeting.


Mayor PRO TEM


Councilmember


Councilmember


Councilmember

Councilmember

Eagle Mountain, Utah

December 21, 2000

The Town Council of the Town of Eagle Mountain, Utah County, Utah met in special session at 1680 East Heritage Drive, Eagle Mountain, Utah, at the hour of 4:00 p.m. on the 21st day of December, 2000, with the following members being present:

David A. Albrecht
Greg D. Kehl
Brigham S. Morgan
~~BERT E. ANKROM~~

Mayor Pro Tem
Councilmember
Councilmember
~~COUNCILMEMBER~~

Also present:

John D Newman
Janet B. Valentine
Gerald Kinghorn

Town Administrator
Town Recorder
Town Attorney

Absent:

Paul R. Bond
~~Bert E. Ankrom~~

Mayor
~~Councilmember~~

After the meeting had been duly called to order and after other matters not pertinent to this Resolution had been discussed, the Town Recorder presented to the Town Council a Certificate of Compliance With Open Meeting Law with respect to this December 21, 2000 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 GREG D. KEHL, and seconded by Councilmember BRIGHAM S. MORGAN, adopted by the following vote:

YEA: 4

NAY: 0

The Resolution was then signed by the Mayor in open meeting and recorded by the Town Clerk. The Resolution is as follows:

RESOLUTION NO. 31-00

A RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF EAGLE MOUNTAIN, UTAH COUNTY, UTAH AUTHORIZING THE ISSUANCE AND SALE OF ITS WATER AND SEWER REVENUE BONDS, SERIES 2000 IN A TOTAL PRINCIPAL AMOUNT OF \$8,700,000; AUTHORIZING THE EXECUTION BY THE TOWN OF A WATER AND SEWER GENERAL INDENTURE OF TRUST (THE "GENERAL INDENTURE"), A WATER AND SEWER FIRST SUPPLEMENTAL INDENTURE (THE "FIRST SUPPLEMENTAL INDENTURE"), A BOND PURCHASE AGREEMENT, AN OFFICIAL STATEMENT, A CONTINUING DISCLOSURE AGREEMENT AND OTHER DOCUMENTS REQUIRED IN CONNECTION THEREWITH; AND AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION, THE GENERAL INDENTURE, THE FIRST SUPPLEMENTAL INDENTURE, THE BOND PURCHASE AGREEMENT AND THE OFFICIAL STATEMENT; PROVIDING A SEVERABILITY CLAUSE; REPEALING RESOLUTIONS IN CONFLICT; PROVIDING AN EFFECTIVE DATE; AND RELATED MATTERS.

WHEREAS, the Town of Eagle Mountain, Utah (the "Issuer") has previously issued its Water and Sewer Revenue Bond Anticipation Notes, Series 1997, currently outstanding in the aggregate principal amount of \$4,910,000 (the "1997 Notes") and its Water and Sewer Revenue Bond Anticipation Notes, Series 1998 currently outstanding in the aggregate principal amount of \$1,470,000 (the "1998 Notes" and together with the 1997 Notes, the "Notes") to finance the costs of acquisition and construction of certain facilities of the Issuer's Water and Sewer System (the "System"); and

WHEREAS, the Issuer desires to retire the Notes; and

WHEREAS, the Issuer desires to issue its Water and Sewer Bonds, Series 2000 in the aggregate principal amount of \$8,700,000 (the "Series 2000 Bonds") for the purpose of

(i) retiring the Notes, (ii) financing the costs of acquisition of an improvement to a public utilities building and certain software, (iii) funding a working capital deposit, (iv) providing capitalized interest with respect to the Series 2000 Bonds, (v) funding a deposit to a debt service reserve subaccount and (vi) paying costs of issuance of the Series 2000 Bonds; and

WHEREAS, the Series 2000 Bonds are to be issued pursuant to the terms of the General Indenture and the First Supplemental Indenture (as each such term is hereinafter defined); and

WHEREAS, the Issuer has previously authorized the issuance of the Series 2000 Bonds pursuant to a resolution of the Town Council of the Issuer (the "Town Council") adopted on October 17, 2000 (the "Parameters Resolution"), which Parameters Resolution sets forth certain maximums for the Series 2000 Bonds; and

WHEREAS, the Parameters Resolution directs the publication of a Notice of Bonds to be Issued; and

WHEREAS, the Town Council desires to ratify and confirm the Parameters Resolution; and

WHEREAS, the Issuer has accepted the offer of A.G. Edwards & Sons, Inc., and Seattle-Northwest Securities Corporation (collectively, the "Underwriters") to purchase the Series 2000 Bonds upon such terms and conditions as are set forth in the Bond Purchase Agreement between the Issuer and the Underwriters (the "Bond Purchase Agreement") in the form heretofore presented to this meeting; and

WHEREAS, in order for the Underwriters to comply with certain provisions of Rule 15c2-12 of the Securities Exchange Commission, it is necessary for the Issuer to enter into a Continuing Disclosure Agreement in the form presented before this meeting (the "Continuing Disclosure Agreement"); and

WHEREAS, the Series 2000 Bonds (i) shall be payable solely from the Net Revenues (as defined in the General Indenture), and from moneys pledged therefor under the Water and Sewer General Indenture of Trust dated as of December 1, 2000 (the "General Indenture") between the Issuer and U.S. Bank National Association, as trustee (the "Trustee") and the Water and Sewer First Supplemental Indenture of Trust dated as of December 1, 2000 (the "First Supplemental Indenture" and together with the General Indenture, the "Indenture"), and (ii) shall not constitute or give rise to a general obligation or liability of the Issuer or constitute a charge against its general credit or taxing powers.

NOW, THEREFORE, IT IS HEREBY RESOLVED by the Town Council of the Town of Eagle Mountain, Utah County, Utah, as follows:

Section 1. The terms defined or described in the recitals hereto shall have the same meanings when used in the body of this Resolution.

Section 2. All actions heretofore taken (not inconsistent with the provisions of this Resolution) by the Town Council and by the officers of the Issuer directed toward the issuance and sale of the Series 2000 Bonds are hereby ratified, approved, and confirmed.

Section 3. The General Indenture and the First Supplemental Indenture in substantially the forms heretofore presented before this meeting are in all respects hereby authorized and approved, and the Mayor and Town Recorder or Deputy Town Recorder are hereby authorized and directed to execute and deliver the same on behalf of the Issuer.

Section 4. For the purpose of providing moneys for the purposes set forth in the third preamble to this Resolution as more fully set forth in the First Supplemental Indenture and for such other purposes as may be authorized under the Indenture, the Issuer shall issue the Series 2000 Bonds which shall be designated as follows: "Town of Eagle Mountain, Utah County, Utah Water and Sewer Revenue Bonds, Series 2000".

Section 5. The Issuer hereby authorizes the issuance of the Series 2000 Bonds in the aggregate principal amount of \$8,700,000. The Series 2000 Bonds shall bear interest, shall be dated, shall be issued as fully registered obligations, and shall mature as provided in the First Supplemental Indenture; provided, however that in no event shall the Series 2000 Bonds contain any terms which exceed the maximums prescribed in the Parameters Resolution.

The form, terms, and provisions of the Series 2000 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 Town Recorder or Deputy Town Recorder are hereby authorized and directed to execute and seal the Series 2000 Bonds and to deliver said Series 2000 Bonds to the Trustee for authentication. The signatures of the Mayor and the Town 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 2000 Bonds in accordance with the provisions of the Indenture.

Section 7. The Series 2000 Bonds shall be sold to the Underwriters upon such terms as are set forth in the Bond Purchase Agreement in substantially the same form heretofore presented before this meeting. The Bond Purchase Agreement is hereby authorized and approved and the Mayor and Town Recorder or Deputy Town Recorder are hereby authorized to execute and deliver the Bond Purchase Agreement on behalf of the Issuer.

Section 8. The Issuer hereby ratifies and reaffirms the utilization of the Preliminary Official Statement dated December 12, 2000 relating to the Series 2000 Bonds (the "Preliminary Official Statement") in the form before this meeting and hereby approves the final Official Statement in substantially the same form as the Preliminary Official Statement. The Mayor is hereby authorized to execute the final Official Statement evidencing its acceptance by the Issuer.

Section 9. Upon their issuance, the Series 2000 Bonds will constitute special limited obligations of the Issuer payable solely from and to the extent of the sources set forth in the Series 2000 Bonds and the Indenture. No provision of this Resolution, the Indenture, the Series 2000 Bonds, nor 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, nor as incurring or creating a charge upon the general credit of the Issuer or its taxing powers.

Section 10. The appropriate officials of the Issuer, including but not limited to, the Mayor, the Town Recorder, the Deputy Town Recorder and the Town Administrator, 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 to implement and carry out the matters authorized in this Resolution and the documents authorized and approved herein, including but not limited to, the preparation, execution and delivery of all documents to effect the retirement of the Notes.

Section 11. After the Series 2000 Bonds are delivered by the Trustee to the Underwriters 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 2000 Bonds are deemed to have been duly discharged in accordance with the terms and provisions of the Indenture.

Section 12. The forms of the General Indenture and the First Supplemental Indenture are authorized and approved with such additions, modifications, deletions, and changes thereto as may be deemed necessary or appropriate and approved by the Mayor, whose execution thereof on behalf of the Issuer shall conclusively establish such necessity, appropriateness, and approval with respect to all such additions, modifications, deletions, and changes incorporated therein.

Section 13. The form of the Continuing Disclosure Agreement is authorized and approved with such additions, modifications, deletions, and changes thereto as may be deemed necessary or appropriate and approved by the Mayor, whose execution thereof on behalf of the Issuer shall conclusively establish such necessity, appropriateness, and approval with respect to all such additions, modifications, deletions, and changes incorporated therein.

Section 14. The appropriate officials of the Issuer, including, but not limited to, the Mayor, the Town Recorder, the Deputy Town Recorder and the Town Administrator, 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 to implement and carry out the matters authorized in this Resolution, the Indenture, the Bond Purchase Agreement and the documents authorized and approved herein and in the Bond Purchase Agreement.

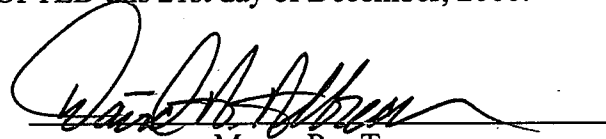
Section 15. The Parameters Resolution is hereby ratified and confirmed and the Issuer finds and determines that the Notice of Bonds to be Issued was published with respect to the Series 2000 Bonds as provided therein and that the Town Recorder caused a copy of the Parameters Resolution, a form of this Resolution and the form of the Indenture to be kept on file in the Town offices, for public examination during the regular business hours of the Town for at least 30 days following adoption of the Parameters Resolution.

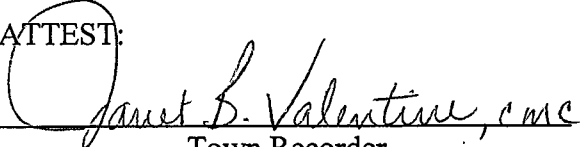
Section 16. If any section, paragraph, clause or provision of this Resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution. It is hereby declared by the governing body of the Issuer that it is the intention of the Issuer by the adoption of this Resolution to comply in all respects with the provisions of the Utah Municipal Bond Act, Title 11, Chapter 14, Utah Code Annotated, 1953, as amended, the Utah Refunding Bond Act, Title 11, Chapter 27, Utah Code Annotated 1953, as amended, and with the provisions of Article XIV, Sections 3 and 4 of the Constitution of the State of Utah.

Section 17. All resolutions, orders, and regulations or parts thereof in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed.

Section 18. This Resolution shall take effect immediately upon its approval and adoption.

PASSED, APPROVED, AND ADOPTED this 21st day of December, 2000.

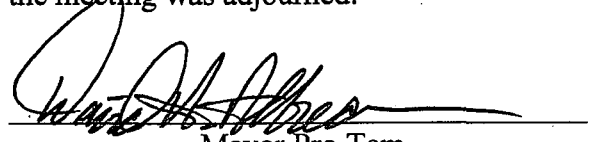

Mayor Pro Tem

ATTEST:

Town Recorder



(Other business not pertinent to the above appears in the minutes of the meeting.)

Upon motion duly made and carried, the meeting was adjourned.



Mayor Pro Tem

ATTEST:


Town Recorder



STATE OF UTAH)
 : ss.
COUNTY OF UTAH)

I, Janet B. Valentine, hereby certify that I am the duly qualified and acting Town Recorder of the Town of Eagle Mountain, Utah County, Utah.

I further certify that the above and foregoing instrument constitutes a true and correct copy of the minutes of a special meeting of Town Council of the Town of Eagle Mountain, including a Resolution adopted at said meeting held on December 21, 2000, as said minutes and Resolution are officially of record in my possession, and that a copy of said Resolution was deposited in my office on December 21, 2000.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said Town this 21st day of December, 2000


Town Recorder



EXHIBIT "A"

CERTIFICATE OF COMPLIANCE WITH OPEN MEETING LAW

I, Janet B. Valentine, the undersigned Town Recorder of the Town of Eagle Mountain, Utah County, Utah (the "Town") do hereby certify according to the records of the Town 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 December 21, 2000 public meeting held by the Town as follows:

(i) By causing a Notice, in the form attached hereto as Schedule "A", to be posted at the Town's principal offices on December 19th, 2000, 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

(ii) By causing a copy of such notice, in the form attached hereto as Schedule "A", to be delivered to New Utah! at least twenty four (24) hours prior to the convening of the meeting.

IN WITNESS WHEREOF, I have hereunto subscribed my official signature this 21st day of December, 2000.



Town Recorder



SCHEDULE "A"

NOTICE OF MEETING

CERTIFICATE OF COMPLIANCE WITH RESPECT TO THE
ANNUAL PUBLIC NOTICE OF REGULAR MEETING SCHEDULE

I, Janet B. Valentine, the duly qualified Town Recorder of the Town of Eagle Mountain, Utah County, Utah, do hereby certify that pursuant to Section 52-4-6 Utah Code Annotated 1953, as amended, notice was provided to a local media correspondent, or to a newspaper of general circulation within the geographic jurisdiction of the Town (at least once during the calendar year 2000), public notice of the annual regular meeting schedule for 2000, with the date, time and place of such meetings. I further certify that there was also posted (at least once during the calendar year 2000) at the principal office of the Town Council, public notice of the annual regular meeting schedule for 2000, with the date, time and place of such meetings.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said Town this 21st day of December, 2000.


Town Recorder

