

# **IDAHO STATE BUILDING AUTHORITY**

## **MINUTES OF THE MEETING OF THE BOARD OF COMMISSIONERS**

**DATE:** November 8, 2019

**LOCATION:** Authority Office  
950 W. Bannock Street, Suite 490  
Boise, Idaho 83702

### **Commissioners Present**

V.L. "Bud" Tracy, Chairman (in person)  
James Hammond, Vice Chairman (by phone)  
Candice Allphin (by phone)  
Shelly Enderud (by phone)  
Tim Anderson (by phone)

### **Commissioners Absent**

None

### **Others Present**

Wayne Meuleman, Executive Director (in person)  
Amber Smith, Administrative Assistant (in person)  
Bobby Lawrence, Eide Bailly (in person)  
Eric Heringer, Piper Jaffray (in person)  
John McDevitt, Skinner Fawcett (by phone)  
Rick Skinner, Skinner Fawcett (by phone)  
Bob Kinney, Wells Fargo Securities (by phone)  
Allison Darnall, Zions Corporate Trust (by phone)  
Twyla Lehto, Zions Corporate Trust (by phone)  
Julie Weaver, Attorney General (by phone)  
Garrick Baxter, Deputy Attorney General (by phone)  
Gary Spackman, Department of Water Resources (in person)  
Roger Chase, Department of Water Resources (in person)  
Linda Campos, University of Idaho (by phone)  
Kent Nelson, University of Idaho (by phone)

#### **1. Call to Order**

Chairman Tracy called the meeting to order at 10:37 a.m.

#### **2. Minutes of October 3, 2019 Meeting**

Chairman Tracy requested consideration of the minutes of the October 3, 2019 meeting.

#### **MOTION TO APPROVE:**

Commissioner Enderud moved to approve the meeting minutes as presented.  
Commissioner Hammond seconded the motion and, upon vote, the motion was unanimously adopted.

### **3. Review and Acceptance of FY2019 Annual Audit Report**

Commissioner Tracy introduced Bobby Lawrence of Eide Bailly to present and discuss the audit for the fiscal year ending June 30, 2019. Mr. Lawrence reviewed the principal findings of the audit and explained changes from prior year reporting.

Commissioner Anderson requested additional explanation of the audit adjustment related to capitalized interest expense. Mr. Lawrence stated that the auditor's adjustment was to reflect capitalized interest for the three ongoing projects on an annual basis according to the Governmental Accounting Standards Board (GASB). He stated that Eide Bailly will discuss this adjustment with the Authority's accountants so that it will be handled correctly in the future.

Chairman Tracy excused everybody except the Board and the auditor, Mr. Lawrence, from the meeting to allow the Board further discussion with Mr. Lawrence. Those excused were then invited back and Chairman Tracy requested consideration accepting the FY2019 audit.

#### **MOTION TO APPROVE:**

Commissioner Hammond moved to accept the FY2019 audit as presented. Commissioner Allphin seconded the motion and, upon vote, the motion was unanimously adopted.

### **4. Proposed Refunding of 2012B Bonds-Idaho Water Center**

Mr. Meuleman introduced Mr. Spackman, Director of the Idaho Department of Water Resources and Roger Chase, Chairman of the Idaho Water Resource Board. Mr. Spackman discussed his letter dated November 7, 2019 relating to the proposed refinancing for the Idaho Water Center. Mr. Spackman stated that the Department of Water Resources will work directly with the University of Idaho to address allocation of savings achieved and does not wish to impede the proposed refunding. Mr. Meuleman stated that the Building Authority's objective is to achieve the best financing available for the State and is not directly involved with how the entities share the savings. Chairman Tracy gave the University of Idaho the floor to respond. Kent Nelson, General Counsel, assured the Board that the University will work with the Idaho Department of Water Resources to reach a reasonable agreement.

Without objection, Chairman Tracy stated that the Idaho State Building Authority will proceed with the refinancing and advanced to the next agenda item.

Mr. Meuleman then presented Resolution No. 2019-003 which authorizes an amendment to the Facilities Lease Agreement for the Idaho Water Center noting the specific amendments and reasons for the changes. Mr. Meuleman recommended adoption of Resolution No. 2019-003. Chairman Tracy asked if anyone had any questions. There were none.

#### **MOTION TO APPROVE:**

Commissioner Hammond moved to adopt Resolution No. 2019-003 as presented. Commissioner Anderson seconded the motion and, upon vote, the motion was unanimously adopted.

Mr. Meuleman then introduced John McDevitt of Skinner Fawcett, bond counsel, to discuss proposed Supplemental Resolution No. 2019-004. Mr. McDevitt stated that the Resolution supplements the original Bond Resolution adopted in 2002 authorizing the 2003A (Tax Exempt) and 2003B (Federally Taxable) bonds for the Idaho Water Center. The 2003A bonds were refunded by the 2012B bonds. The proposed Supplemental Resolution authorizes the issuance of Series 2019A (Federally Taxable) bonds to refund the 2012B (Tax Exempt) bonds. He noted that the 2003B Bonds will remain outstanding under the resolution. Mr. McDevitt reviewed in detail Section 202 (A) of the Supplemental Resolution which set forth the specific limitations applicable as a condition to issuance of the 2019A bonds.

Chairman Tracy questioned the current position relative to the minimum thresholds due to the movement in the current market. Eric Heringer of Piper Jaffray responded by stating that current interest rates are well above the minimum threshold. He then stated absent very unusual market movements, the parameters set by the Board will allow the bond issue to proceed.

Mr. McDevitt then discussed the contents of the Continuing Disclosure Agreement, Bond Purchase Agreement and Refunding Escrow Agreement. He noted that Resolution No. 2019-004 also approves the Preliminary Official Statement as the offering document to sell the Bonds.

Mr. Meuleman recommended the adoption of Supplemental Resolution No. 2019-004. Chairman Tracy asked if anyone had any questions. There were none.

**MOTION TO APPROVE:**

Commissioner Hammond moved to adopt Supplemental Resolution No. 2019-004 as presented. Commissioner Enderud seconded the motion and, upon vote, the motion was unanimously adopted.

**5. Election of Chairman and Vice-Chairman**

Chairman Tracy called for the annual election of officers. Commissioner Enderud moved that the current officers (Bud Tracy, Chairman and James Hammond, Vice-Chairman) be re-elected. Commissioner Alphin seconded the motion and, upon vote, the motion was unanimously adopted.

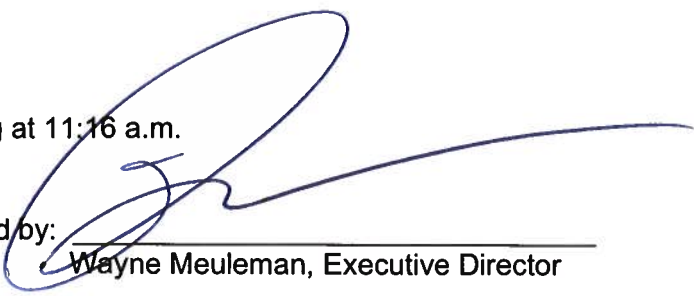
**6. Other Business**

There was no other business.

**ADJOURNMENT**

Chairman Tracy adjourned the meeting at 11:16 a.m.

Submitted by:

  
Wayne Meuleman, Executive Director

Approved by:

  
V.L. Bud Tracy, Chairman

BOARD OF COMMISSIONERS OF IDAHO STATE BUILDING AUTHORITY

RESOLUTION NO. 2019-003

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF  
THE IDAHO STATE BUILDING AUTHORITY  
AUTHORIZING AND APPROVING AN AMENDMENT TO  
FACILITIES LEASE, AND PROVIDING AN EFFECTIVE  
DATE.

WHEREAS, the Idaho State Building Authority, an independent public body corporate and politic of the State of Idaho (the "Authority"), has determined, and hereby affirms, that it would be financially advantageous for the Authority to refund its State Building Refunding Revenue Bonds, Series 2012 dated June 19, 2012 (the "Series 2012B Bonds") issued pursuant to Resolution No. 2002-003 adopted by the Authority on December 18, 2002, and as supplemented by Resolution No. 2012-2 adopted by the Authority on February 23, 2012 (the "Resolution"); and

WHEREAS, pursuant to the Resolution, the Authority may issue Additional Bonds pursuant to a supplemental resolution to refund the outstanding Series 2012B Bonds; and

WHEREAS, by the Supplemental Resolution No. 2019-004 expected to be adopted the date hereof supplementing the Resolution (the "Supplemental Resolution"), the Board of Commissioners of the Authority (the "Board") is expected to authorize the issuance of Additional Bonds under the Resolution in an amount to refund the outstanding Series 2012B Bonds; and

WHEREAS, relating to the plan of refunding the Series 2012B Bonds, the Authority desires to amend the lease term provisions of the Facilities Lease (Idaho Water Center) dated December 17, 2002, between the Authority, as lessor, and the State of Idaho, acting by and through the Department of Water Resources ("IDWR"), the Idaho Water Resource Board (the "Water Board"), the Department of Administration ("DOA") and the Board of Regents of the University of Idaho (the "University") (collectively, the "State"), as lessee, by entering into an Amendment to Facilities Lease (Idaho Water Center) with the State (the "Amendment to Facilities Lease"), substantially in the form presented at this meeting.

NOW, THEREFORE, IT IS RESOLVED as follows:

Section 1. The Amendment to Facilities Lease substantially in the form submitted to the Board before the meeting where this Resolution is being adopted is hereby approved and the Chairman, Vice Chairman, and Executive Director of the Authority are each hereby delegated the authority to sign the Amendment to Facilities Lease.

Section 2. This Resolution shall be effective immediately.

(The remainder of this page is intentionally left blank.)

PASSED AND ADOPTED by the Idaho State Building Authority on November 8, 2019.

APPROVED AND EXECUTED by the Chairman of the Board of Commissioners of the Authority, and attested by Secretary of the Board of Commissions of the Authority, on this 8th day of November, 2019.

APPROVED:

By:   
Chairman

ATTEST:

By:   
Secretary

**IDAHO STATE BUILDING AUTHORITY**

**RESOLUTION NO. 2019-004**

A SUPPLEMENTAL RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE IDAHO STATE BUILDING AUTHORITY PROVIDING FOR THE ISSUANCE, SALE AND DELIVERY BY THE AUTHORITY OF ITS STATE BUILDING REFUNDING REVENUE BONDS, SERIES 2019A (WATER CENTER PROJECT) (FEDERALLY TAXABLE) IN THE PRINCIPAL AMOUNT OF UP TO \$42,000,000 FOR THE PURPOSE OF PROVIDING THE FUNDS WITH WHICH TO REFUND AND RETIRE THE AUTHORITY'S OUTSTANDING STATE BUILDING REFUNDING REVENUE BONDS, SERIES 2012B; FIXING THE DATE, FORM, SCHEDULE OF MATURITIES, INTEREST RATES, TERMS AND COVENANTS OF SUCH SERIES 2019A BONDS; CREATING A SPECIAL ACCOUNT TO PROVIDE FOR THE REFUNDING OPERATION; PROVIDING FOR THE PAYMENT AND REDEMPTION OF THE AUTHORITY'S SERIES 2012B BONDS TO BE REFUNDED; PROVIDING FOR THE SALE AND DELIVERY OF THE SERIES 2019A BONDS TO WELLS FARGO BANK, NATIONAL ASSOCIATION; PROVIDING AMENDMENTS TO THE ORIGINAL RESOLUTION NO. 2002-003, AS AMENDED BY RESOLUTION 2012-2, AND PROVIDING FOR OTHER MATTERS PROPERLY RELATING THERETO.

November 8, 2019

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## **RESOLUTION NO. 2019-004**

A SUPPLEMENTAL RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE IDAHO STATE BUILDING AUTHORITY PROVIDING FOR THE ISSUANCE, SALE AND DELIVERY BY THE AUTHORITY OF ITS STATE BUILDING REFUNDING REVENUE BONDS, SERIES 2019A (WATER CENTER PROJECT) (FEDERALLY TAXABLE) IN THE PRINCIPAL AMOUNT OF UP TO \$42,000,000 FOR THE PURPOSE OF PROVIDING THE FUNDS WITH WHICH TO REFUND AND RETIRE THE AUTHORITY'S OUTSTANDING STATE BUILDING REFUNDING REVENUE BONDS, SERIES 2012B; FIXING THE DATE, FORM, SCHEDULE OF MATURITIES, INTEREST RATES, TERMS AND COVENANTS OF SUCH SERIES 2019A BONDS; CREATING A SPECIAL ACCOUNT TO PROVIDE FOR THE REFUNDING OPERATION; PROVIDING FOR THE PAYMENT AND REDEMPTION OF THE AUTHORITY'S SERIES 2012B BONDS TO BE REFUNDED; PROVIDING FOR THE SALE AND DELIVERY OF THE SERIES 2019A BONDS TO WELLS FARGO BANK, NATIONAL ASSOCIATION; PROVIDING AMENDMENTS TO THE ORIGINAL RESOLUTION NO. 2002-003, AS AMENDED BY RESOLUTION 2012-2, AND PROVIDING FOR OTHER MATTERS PROPERLY RELATING THERETO.

### **IDAHO STATE BUILDING AUTHORITY STATE BUILDING REFUNDING REVENUE BONDS, 2019A (WATER CENTER PROJECT) (FEDERALLY TAXABLE)**

BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE IDAHO STATE BUILDING AUTHORITY AS FOLLOWS:

WHEREAS, the Idaho State Building Authority (the "Authority") is an independent public body corporate and politic of the State of Idaho, created by and existing under the authority of The Idaho State Building Authority Act, being Chapter 64 of Title 67 of the Idaho Code, as amended and supplemented (the "Act");

WHEREAS, the Authority is authorized to conduct proceedings and to issue revenue bonds pursuant to the terms and provisions of the Act, for achieving any of its corporate purposes, and is further authorized by the Act to issue refunding bonds to redeem or retire its outstanding bonds;

WHEREAS, the Authority now has outstanding \$36,175,000 principal amount of State Building Refunding Revenue Bonds, Series 2012B, dated June 19, 2012 (the "Series 2012B Bonds"), issued pursuant to Resolution No. 2002-003 adopted by the

Authority on December 18, 2002, and as supplemented by Resolution No. 2012-2 adopted by the Authority on February 23, 2012 (collectively, the "Resolution");

WHEREAS, pursuant to the Resolution, the Authority may issue Additional Bonds pursuant to a supplemental resolution to refund the outstanding Series 2012B Bonds (the "Refunded Bonds");

WHEREAS, by this Supplemental Resolution No. 2019-004 supplementing the Resolution (this "Supplemental Resolution"), the Board of Commissioners of the Authority (the "Board") desires to authorize the issuance of Additional Bonds under the Resolution in an amount to refund the Refunded Bonds, and to set forth the plan of refunding of the Refunded Bonds;

WHEREAS, Wells Fargo Bank, National Association is prepared to offer to purchase such refunding bonds subject to the parameters and terms hereinafter described;

NOW, THEREFORE, IT IS HEREBY FOUND, DETERMINED AND ORDERED as follows:

## **ARTICLE 1 DEFINITIONS**

### **Section 101 Interpretation.**

(a) Except as provided in subparagraph (b) of this Section, all defined terms contained in this Supplemental Resolution shall have the same meanings as set forth in the Resolution.

(b) As used in Articles 1 through 4 in this Supplemental Resolution, unless the context otherwise requires, the following terms shall have the following meanings:

**Beneficial Owner(s)** shall mean the owners of Series 2019A Bonds whose ownership is recorded under the Book-Entry Only System maintained by the Securities Depository as described in Section 204.

**Bond Purchase Agreement** shall mean the agreement relating to the purchase and sale of the Series 2019A Bonds, as described in Section 207 hereof.

**Book-Entry Only System** shall mean the book-entry system of registration of the Series 2019A Bonds described in Section 204 of this Supplemental Resolution.

**Cede & Co.** shall mean Cede & Co., as nominee of The Depository Trust Company, New York, New York.

**Code** shall mean the Internal Revenue Code of 1986, as amended.

**Continuing Disclosure Agreement** means the agreement with respect to the Series 2019A Bonds between the Authority and the Trustee as authorized by Section 207

of this Supplemental Resolution.

**Costs of Issuance** shall mean printing, rating agency fees, legal fees, underwriting fees, municipal advisor fees, fees and expenses of the Trustee, fees and expenses of the Escrow Agent, bond insurance premiums, if any, and all other fees, charges and expenses with respect to or incurred in connection with the issuance, sale and delivery of the Series 2019A Bonds.

**DTC** shall mean The Depository Trust Company, New York, New York.

**DTC Participants** shall mean those financial institutions for whom the Securities Depository effects book-entry transfers and pledges of securities deposited with the Securities Depository, as such listing of Participants exists at the time of such reference.

**Escrow Account** shall mean the "Idaho State Building Authority 2019A Escrow Account" on deposit with the Escrow Agent and authorized by Section 303 of this Supplemental Resolution.

**Escrow Agent** shall mean Zions Bancorporation, National Association, or its successor in function, as now or hereafter designated, which shall establish the Escrow Account and apply monies deposited to the Escrow Account to purchase the Acquired Obligations.

**Escrow Agreement** shall mean the Escrow Deposit Agreement, between the Authority and the Escrow Agent, providing for the refunding of the Refunded Bonds.

**Refunded Bonds** shall mean the Outstanding Series 2012B Bonds.

**Registered Owner** shall mean the person in whose name a 2019A Bond shall be registered in the registration books of the Authority maintained by the Trustee in accordance with the terms of this Supplemental Resolution, which Registered Owner initially shall be Cede & Co. as nominee of DTC.

**Representations Letter** shall mean the Authority's Blanket Issuer Letter of Representations on file with DTC.

**Resolution** shall mean Resolution 2002-003 adopted by the Board on December 18, 2002, as supplemented by Resolution No. 2012-2 adopted by the Board on February 23, 2012, authorizing the issuance of the Series 2012B Bonds.

**Securities Depository** shall mean DTC, or any successor Securities Depository appointed pursuant to Section 204.

**Series 2012B Bonds** shall mean the Authority's State Building Refunding Revenue Bonds, Series 2012B, in the original principal amount of \$38,490,000.

**Series 2019A Bonds** shall mean the herein authorized principal amount of "State Building Refunding Revenue Bonds, Series 2019A (Water Center Project) (Federally

Taxable).”

**Supplemental Resolution** shall mean this Resolution No. 2019-004 adopted by the Authority supplementing the Resolution and authorizing the issuance of the Series 2019A Bonds, as Additional Bonds under the Resolution.

**Terms Certificate** shall mean the Terms Certificate in substantially the form set forth set in Exhibit B hereto to provide certain terms for the Series 2019A Bonds based upon the sale of the Series 2019A Bonds in accordance with this Supplemental Resolution, which certificate shall be executed by the Underwriter and the Authority and be delivered to the Trustee at or before the issuance and delivery of the Series 2019A Bonds.

**Trustee** shall mean Zions Bancorporation, National Association, or its successor in function, as now or hereafter designated, which shall act as registrar, authenticating agent, paying agent and transfer agent with respect to the Series 2019A Bonds.

**Underwriter** shall mean Wells Fargo Bank, National Association, or its successor in function as the original purchaser of the Series 2019A Bonds.

**2019A Costs of Issuance Fund** shall mean the account of that same name created by Section 401 of this Supplemental Resolution.

## **ARTICLE 2 THE SERIES 2019A BONDS**

### **Section 201 Authorization of Series 2019A Bonds, Principal Amount, Designation; Confirmation of Pledged Revenues and Existing Funds and Accounts.**

A. This Supplemental Resolution is adopted pursuant to the provisions of the Act and the Resolution. The Authority hereby determines that it will be financially advantageous in that a substantial savings to the Authority is expected to be effected by the issuance and sale of Additional Bonds under the Resolution to refund, redeem and retire the Refunded Bonds, and the Authority hereby authorizes the issuance and designation of the Authority’s “State Building Refunding Revenue Bonds, Series 2019A (Water Center Project) (Federally Taxable)” (the “Series 2019A Bonds”) as Additional Bonds under the Resolution. The Series 2019A Bonds shall be in the aggregate principal sum of not to exceed \$42,000,000 and shall be registered as to both principal and interest. The Series 2019A Bonds are secured by the pledge of the Revenues under Section 7.1 of the Resolution, equally and ratably with all Outstanding Bonds issued under the Resolution.

B. Except as provided or modified in this Supplemental Resolution, the Authority hereby confirms and continues the provisions of the Resolution as applicable to the Series 2019A Bonds such that the provisions of the Resolution shall continue to apply to the Series 2019A Bonds. The Authority specifically confirms and continues the following existing funds and accounts under the Resolution, as applicable to the Series

2019A Bonds: the Revenue Fund; the Debt Service Fund; the General Reserve Fund; and the Administrative Fund.

**Section 202 The Series 2019A Bonds.**

The Board hereby authorizes the issuance of bonds designated "State Building Refunding Revenue Bonds, Series 2019A (Water Center Project) (Federally Taxable)." The Series 2019A Bonds shall be registered as to both principal and interest. Interest on the Series 2019A Bonds shall be calculated on the basis of a 360-day year consisting of twelve 30-day months and shall be payable semiannually. The Series 2019A Bonds shall be dated the date of delivery, shall be in Authorized Denominations, and the Series 2019A Bonds shall bear interest payable semiannually commencing on March 1, 2020, and on each September 1 and March 1 thereafter until their date of maturity. The Bonds issued under this Resolution shall rank on parity with each other in right of payment from the Revenues, and the funds and accounts and proceeds thereof, as pledged hereunder and under the Resolution.

The Board hereby delegates to the Chairman, Vice Chairman, Executive Director, or Secretary of the Authority, each with the authority to act alone (hereinafter each referred to as the "Delegated Officer"), the power to make the following determinations on or before the date of the sale of the Series 2019A Bonds to the Underwriter, without any requirement that the members of the Board meet to approve such determinations, but subject to the limitations provided:

A. The proposed rates of interest to be borne by the Series 2019A Bonds, provided that the interest rates on the Series 2019A Bonds shall not exceed the rates that will achieve an aggregate dollar amount of savings in the debt service on the Refunded Bonds, the net present value of which shall equal not less than three percent (3%) of the principal amount of the Refunded Bonds

B. The principal amount of the Series 2019A Bonds which shall not exceed the aggregate of \$42,000,000.

C. The principal payment dates for the Series 2019A Bonds with a final maturity date which does not to exceed September 1, 2039.

D. The amount of principal of the Series 2019A Bonds maturing in any particular year, and the rate of interest accruing thereon.

E. The dates, if any, on which, and the prices at which, the Series 2019A Bonds will be subject to optional, mandatory or sinking fund redemption.

F. The amount of proceeds of the Series 2019A Bonds to be deposited into the Escrow Account to be held in trust for the holders of the Refunded Bonds and applied to the payment of the principal, premium, if any, and interest required to pay at maturity the Refunded Bonds maturing on September 1, 2020, September 1, 2021, and September 1, 2022, and to redeem the Refunded Bonds maturing on or after September 1, 2023, on September 1, 2022.

G. The amount of proceeds of the Series 2019A Bonds to be deposited into the General Reserve Fund, if any.

H. The amount of proceeds of the Series 2019A Bonds to be deposited to the 2019A Costs of Issuance Fund.

Prior to or concurrently with the sale of the Bonds to the Underwriter, the Delegated Officer and the Underwriter shall execute the Terms Certificate substantially in the form attached hereto as Exhibit "B" reflecting the final terms and provisions of the Bonds and certifying that the final terms and provisions of the Series 2019A Bonds are consistent with, not in excess of and no less favorable than the terms set forth above.

The Series 2019A Bonds shall be substantially in the form set forth in Exhibit A attached hereto and by this reference made a part hereof.

### **Section 203 Redemption of Bonds.**

The Series 2019A Bonds are subject to optional and mandatory redemption on and after the date(s) and in the amounts to the extent provided and identified in the Terms Certificate executed by the Delegated Officer and the Underwriter pursuant to Section 202 of this Supplemental Resolution.

### **Section 204 Book-Entry Only System.**

A. The Series 2019A Bonds shall initially be registered on the Bond Register in the name of Cede & Co., the nominee for the Securities Depository, and no Beneficial Owner will receive certificates representing their respective interests in the Series 2019A Bonds, except in the event the Trustee issues Replacement Bonds as provided below. It is anticipated that during the term of the Series 2019A Bonds, the Securities Depository will make book-entry transfers among the DTC Participants and receive and transmit payments of principal of and interest on the Series 2019A Bonds until and unless the Trustee authenticates and delivers Replacement Bonds to the Beneficial Owners as described below.

B. If the Securities Depository determines to discontinue providing its services with respect to the Series 2019A Bonds and the Authority cannot obtain a qualified successor Securities Depository, or if the Authority determines not to use the book-entry system of the Securities Depository, the Authority shall execute and the Trustee shall authenticate and deliver one or more Series 2019A Bond certificates (the "Replacement Bonds") to the DTC Participants in principal amounts and maturities corresponding to the identifiable Beneficial Owners' interests in the Series 2019A Bonds, with such adjustments as the Trustee may find necessary or appropriate as to accrued interest and previous calls for redemption, if any and the Authority shall pay the cost of preparing and/or printing of the Replacement Bonds. In such event, all references to the Securities Depository herein shall relate to the period of time when the Securities Depository has possession of at least one Series 2019A Bond. Upon the issuance of Replacement Bonds, all references herein to obligations imposed upon or to be performed by the Securities

Depository shall be deemed to be imposed upon and performed by the Trustee, to the extent applicable with respect to such Replacement Bonds.

The Trustee may treat and consider the person in whose name each Bond is registered in the registration books kept by the Registrar as the holder and absolute owner of such Bond for the purpose of payment of principal, premium, if any, and interest with respect to such Bond, for the purpose of giving notices of redemption or tender and other matters with respect to such Bond, for the purpose of registering transfers with respect to such Bond, and for all purposes whatsoever.

C. With respect to Series 2019A Bonds registered in the name of Cede & Co. as nominee for the Securities Depository, neither the Authority nor the Trustee shall have any liability or responsibility with respect to the accuracy of the records of DTC, the delivery of any notices to DTC participants, the payment of any amount with respect to principal, premium, if any, or interest by DTC, consents given or action taken by DTC, or selection of Bonds for redemption.

D. The Authority's Representations Letter is on file with DTC to effectuate the initial Book-Entry Only System for the Series 2019A Bonds through DTC as Securities Depository and shall not be deemed to amend, supersede or supplement the terms of this Supplemental Resolution, which are intended to be complete without reference to the Representations Letter. In the event of any conflict between the terms of the Representations Letter and the terms of this Supplemental Resolution or the Resolution, the terms of the Resolution and this Supplemental Resolution shall control. The Securities Depository may exercise the rights of a Registered Owner hereunder only in accordance with the terms hereof applicable to the exercise of such rights.

#### **Section 205 Successor Securities Depository.**

In the event the Securities Depository resigns, is unable to properly discharge its responsibilities or is no longer qualified to act as a securities depository and registered clearing agency under the Securities and Exchange Act of 1934, as amended, or other applicable state or federal statute or regulation, the Authority may appoint a successor Securities Depository, provided the Authority receives written evidence with respect to the ability of the successor Securities Depository to discharge its responsibilities. Any such successor Securities Depository shall be a securities depository which is a registered clearing agency under the Securities and Exchange Act of 1934, as amended, or other applicable state or federal statute or regulation. Upon the appointment of a successor Securities Depository, the former Securities Depository shall surrender the Series 2019A Bonds to the Trustee for transfer to the successor Securities Depository, and the Trustee shall cause the authentication and delivery of Series 2019A Bonds to the successor Securities Depository in appropriate denominations and form as provided herein.

#### **Section 206 Execution of the Series 2019A Bonds.**

Without unreasonable delay after the sale of the Series 2019A Bonds, the Authority shall cause definitive Series 2019A Bonds to be prepared, executed and

delivered. The Series 2019A Bonds shall be executed on behalf of the Authority by the manual or facsimile signature of the Chairman or Vice Chairman, shall be attested by the manual or facsimile signature of the Secretary, and shall have the seal of the Authority or a facsimile thereof impressed or imprinted thereon.

The Series 2019A Bonds shall then be delivered to the Trustee for authentication. The Series 2019A Bonds shall be numbered separately in the manner and with any additional designation as the Trustee deems necessary for purposes of identification.

In case any of the officers who shall have signed or attested any of the Series 2019A Bonds shall cease to be such officer or officers of the Authority before the Series 2019A Bonds so signed or attested shall have been authenticated or delivered by the Trustee, or issued by the Authority, such Series 2019A Bonds may nevertheless be authenticated, delivered and issued and, upon such authentication, delivery and issue, shall be as binding upon the Authority as though those who signed and attested the same had continued to be such officers of the Authority. Any Series 2019A Bond may also be signed and attested on behalf of the Authority by such persons as at the actual date of execution of such Series 2019A Bond shall be the proper officers of the Authority although at the original date of such Series 2019A Bond any such person shall not have been such officer of the Authority.

Only such of the Series 2019A Bonds as shall bear thereon a Certificate of Authentication in the form set forth in Exhibit A hereto, manually executed by an authorized officer of the Trustee, shall be valid or obligatory for any purpose or entitled to the benefits of the Resolution and this Supplemental Resolution, and such Certificate of Authentication shall be conclusive evidence that the Series 2019A Bonds so authenticated have been duly executed, authenticated and delivered hereunder and are entitled to the benefits of the Resolution and this Supplemental Resolution.

#### **Section 207    Conditions for Sale of Series 2019A Bonds.**

The Series 2019A Bonds authorized to be issued herein are hereby sold to the Underwriter at an aggregate purchase price equal to the terms and conditions to be set forth in the Terms Certificate, and subject to the parameters set forth in Section 202 hereof. To evidence the acceptance of the Underwriter's offer to purchase the Series 2019A Bonds, provided the parameters set forth in Section 202 are met, the Chairman or Vice Chairman of the Board, the Executive Director, and the Secretary of the Authority are, and each of them is, hereby authorized to execute and deliver, the Bond Purchase Agreement in substantially the form presented at this meeting.

In order to comply with subsection (b)(5) of SEC Rule 15c2-12, the Underwriter has provided in the Bond Purchase Agreement that it is a condition to delivery of the Series 2019A Bonds that the Authority and the Trustee shall have executed and delivered the Continuing Disclosure Agreement. The form of Continuing Disclosure Agreement is hereby approved in all respects and the Chairman or Vice Chairman of the Board, the Executive Director, and the Secretary of the Authority are, and each of them is, hereby

authorized to execute and deliver and the Secretary to attest the Continuing Disclosure Agreement in substantially the form presented to this meeting.

The Chairman or Vice Chairman of the Board, the Executive Director, and the Secretary of the Authority are, and each of them is, hereby authorized to do or perform all such acts as may be necessary or advisable to comply with the Bond Purchase Agreement and the Continuing Disclosure Agreement and to carry the same into effect.

**Section 208 Delivery of Series 2019A Bonds; Application of Proceeds.**

The Chairman or Vice Chairman of the Board and the Secretary of the Authority are hereby instructed to make delivery of the Bonds to the Underwriter under the DTC Fast Automated Securities Transfer System and to receive payment therefor in accordance with the terms of the Bond Purchase Agreement and to deposit the proceeds of sale as follows:

A. As to be provided in the Terms Certificate, a portion of the proceeds of sale of the Series 2019A Bonds shall be deposited in the 2019A Costs of Issuance Fund established and to be used pursuant to Section 401 hereof; and

B. As to be provided in the Terms Certificate and Escrow Agreement, a portion of the proceeds of sale of the Series 2019A Bonds shall be deposited in the Escrow Account held by the Escrow Agent to be used to redeem the Refunded Bonds.

**Section 209 Preliminary Official Statement Approved.**

The preliminary official statement with regard to the Series 2019A Bonds, in the form presented, is hereby approved and ratified, and has been deemed final as of its date within the meaning of SEC Rule 15c2-12. The Chairman or Vice Chairman of the Board, the Executive Director, and the Secretary are, and each of them is, authorized to make changes in the preliminary official statement necessary so that it does not contain an untrue statement of a material fact, or omit to state a material fact, necessary to make the statements therein, in light of the circumstances under which they were made, not misleading. The Chairman or Vice Chairman of the Board, the Executive Director, and the Secretary are, and each of them is, hereby further authorized to execute a certificate to said effect and to the effect that the preliminary official statement is final as of its date within the meaning of the Rule.

The Authority agrees to cooperate with the Underwriter to deliver or cause to be delivered, within seven business days from the date of the Bond Purchase Agreement and in sufficient time to accompany any confirmation that requests payment from any customer of the Underwriter, copies of a final official statement in sufficient quantity to comply with SEC Rule 15c2-12 and the rules of the Municipal Securities Rulemaking Board.

**ARTICLE 3  
THE REFUNDING PROCEDURE**

**Section 301 Procedure.**

A. *Description of the Refunded Bonds.* The Authority is desirous of paying, redeeming and retiring the Refunded Bonds that are currently Outstanding. The Refunded Bonds mature and bear interest in accordance with the following schedule:

<u>Maturity Date</u> <u>September 1</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>CUSIP</u> <u>451443</u>
2020	\$270,000	5.000%	WV3
2021	285,000	4.000	WW1
2022	295,000	4.000	WX9
2026*	1,280,000	3.000	WY7
2027	345,000	3.000	WZ4
2028	355,000	3.000	XA8
2029	2,200,000	5.000	XB6
2030	2,345,000	5.000	XC4
2031	2,465,000	5.000	XD2
2032	2,590,000	5.000	XE0
2037*	14,690,000	4.000	XF7
2040*	9,055,000	5.000	YG5

\*Term Bonds, final maturity

The Resolution reserves the right for the Authority to redeem and call the Refunded Bonds maturing on and after September 1, 2023, in whole or in part, on September 1, 2022 and on any date thereafter (maturities to be selected by the Authority and by lot within a maturity in such manner as the Trustee shall determine) at par plus accrued interest, if any, to the date of redemption.

The Trustee for the Refunded Bonds shall give notice of call and redemption of the Refunded Bonds in the form and manner required by the Resolution.

B. *Payments on the Refunded Bonds.* As more specifically described in Section 302 and Section 303 of this Supplemental Resolution, the Authority shall enter into the Escrow Agreement under the terms of which the Authority shall irrevocably deposit the proceeds of the Series 2019A Bonds to the Redemption Account to provide sufficient monies to:

1. pay the interest on the Refunded Bonds accruing up to and including September 1, 2022;
2. redeem and retire the principal amount of Refunded Bonds maturing on September 1, 2020, September 1, 2021, and September 1, 2022; and

3. redeem and retire on September 1, 2022, the principal amount of the Refunded Bonds maturing on and after September 1, 2023.

Any amounts necessary to pay for the costs of issuing the Series 2019A Bonds or to pay and retire the Refunded Bonds that are not provided for in full by the deposits to the 2019A Costs of Issuance Fund and Escrow Account shall be provided for by an irrevocable deposit of cash from the debt service account within the Debt Service Fund for the Refunded Bonds, and/or from other available money of the Authority. Upon written direction of an Authorized Officer of the Authority any monies remaining in the Escrow Account after the redemption of the Refunded Bonds as contemplated in Section 301(B)(1) and (B)(2) shall be transferred to the 2019A Debt Service Account.

### **Section 302 Appointment of Escrow Agent; Escrow Agreement.**

The Authority hereby appoints Zions Bancorporation, National Association, to serve as Escrow Agent for the refunding escrow contemplated herein.

In order to carry out the purposes of this Supplemental Resolution, the Chairman, Vice Chairman, and the Executive Director are each authorized to execute and deliver to the Escrow Agent an Escrow Agreement substantially in the form submitted at this meeting.

The Escrow Agreement shall set forth the duties, obligations and responsibilities of the Escrow Agent in connection with the refunding and redemption of the Refunded Bonds as provided herein and the Escrow Agent shall state therein that such provisions for the payment of the fees, compensation and expenses of such Escrow Agent are satisfactory to it. The Escrow Agent shall be entitled to the fees provided in the Escrow Agreement and no other fees.

### **Section 303 Creation of Escrow Account.**

The Escrow Agent is hereby authorized and directed to establish a special account for the Authority designated the "Idaho State Building Authority 2019A Escrow Account" (the "Escrow Account"), or such other designation conforming to accounting principles and banking practices. Proceeds of the Series 2019A Bonds in the amount reflected under Section 208B hereof shall be deposited into the Escrow Account and used as provided in the Escrow Agreement.

### **Section 304 Irrevocable Call.**

A. *Call for Redemption.* In accordance with the provisions of the Resolution, upon the execution of the Terms Certificate and the closing of the Series 2019A Bonds, the Authority will have irrevocably called the Refunded Bonds maturing on or after September 1, 2023, for redemption on September 1, 2022, subject to the availability of sufficient funds to redeem the Refunded Bonds on the redemption date as provided in the Escrow Agreement. Said call for redemption shall be irrevocable after delivery of the Series 2019A Bonds to the Underwriter.

*B. Finding Regarding Benefits Derived from the Refunding.* The Board hereby further finds and determines that the issuance and sale of the Series 2019A Bonds under the conditions set forth in Section 207 hereof will benefit the Authority through a reduction in the debt service requirement, and will thereby effect a savings to the Authority. In making such finding and determination, the Board has given consideration to the interest to maturity of the Series 2019A Bonds and the Refunded Bonds, the Costs of Issuance of the Series 2019A Bonds and the known earned income from the investment of the proceeds of the sale of the Series 2019A Bonds pending redemption and retirement of the Refunded Bonds.

**Section 305 Actions Under the Facilities Lease.**

The Authority hereby finds and determines that issuing the Series 2019A Bonds will result in a savings on the debt service on the Series 2012B Bonds issued under the Resolution. Prior to issuance of the Series 2019A Bonds, the Authority will provide the notice to the State required under Section 4.3 of the Facilities Lease.

**ARTICLE 4  
CREATION OF CERTAIN FUNDS**

**Section 401 Costs of Issuance Fund.**

There is hereby created a "2019A Costs of Issuance Fund" to be held by the Trustee pursuant to the terms of this Supplemental Resolution. There shall be deposited so much of the proceeds of the Series 2019A Bonds as shall be required to pay the Costs of Issuance, and from which all Costs of Issuance shall be paid upon direction of the Authority by its written certificate. Any balance remaining in the 2019A Costs of Issuance Fund after payment of the Costs of Issuance or no later than ninety (90) days after the deposit shall be transferred to the Series 2019A Debt Service Account in the Debt Service Fund, and the 2019A Costs of Issuance Fund shall be closed.

**ARTICLE 5  
AMENDMENT OF RESOLUTION**

**Section 501 References in the Resolution.**

References to bond insurance including "Insurer" and "Policy," to a debt service reserve account including "Debt Service Reserve Account," "Reserve Account Requirement," "Reserve Letter of Credit" and "Reserve Account Surety Bond," to the "Rebate Fund," and to "Swap Contract" and "Parity Swap Contract," and such other similar references shall not apply to the Series 2019A Bonds for which there is no bond insurance, no reserve account, no related Rebate Fund, and no related swap contract. Additionally, references to the "Taxable Debt Service Account" are hereby revised to read "Series 2003B Debt Service Account" and references to the "Tax-Exempt Debt Service Account" are hereby revised to read "Series 2019A Debt Service Account."

**Section 502      Amendment to Section 1.2.** Section 1.2 of the Resolution is hereby amended to add alphabetically the definitions provided in Section 101 of this Supplemental Resolution to Section 1.2 and to further amend the following definitions:

(i)      The definition of “Bond or Bonds” is amended and replaced as follows:

“**Bond or Bonds** shall mean the Series 2003B Bonds, the Series 2019A Bonds, and any Additional Bonds.”

(ii)      The definition of “Bond Purchase Contract” is amended and replaced as follows:

“**Bond Purchase Contract** shall mean the agreements relating to the purchase and sale of the Bonds, as described in Section 11.4 hereof.”

(iii)      The definition of “Facilities Lease” is amended and replaced as follows:

“**Facilities Lease** shall mean that certain Facilities Lease (Idaho Water Center) dated as of December 17, 2002, by and among the Authority, as lessor, and the State of Idaho, acting by and through the Department of Water Resources (“IDWR”), the Idaho Water Resource Board (the “Water Board”), the Department of Administration (“DOA”), and the Board of Regents of the University of Idaho (the “University”) (collectively, the “State”), as lessee, as amended by the Amendment to Facilities Lease (Idaho Water Center) between the Authority and the State, providing for the leasing of the Facilities, as said Facilities Lease may be further amended and supplemented.”

(iv)      The definition of “Paying Agent” is amended and replaced as follows:

“**Paying Agent** shall mean Zions Bancorporation, National Association, of Boise, Idaho, or its successor in function, as now or hereafter designated, which shall act as registrar, authenticating agent, paying agent and transfer agent with respect to the Bonds.”

(v)      The definition of “Principal Corporate Trust Office” is amended and replaced as follows:

“**Principal Corporate Trust Office** shall mean, with respect to the Trustee, the office of the Trustee at 800 W. Main Street, Ste 700, Boise, Idaho 83702.”

(vi)      The definition of “Resolution” is amended and replaced as follows:

“**Resolution** shall mean Resolution No. 2002-003 adopted by the Authority on December 18, 2002, and as supplemented by Resolution No. 2012-2 adopted by the Authority on February 23, 2012, as further supplemented by Resolution No. 2019-004 adopted by the Authority on November 8, 2019.”

(vii) The definition of “Trustee” is amended and replaced as follows:

“**Trustee** shall mean Zions Bancorporation, National Association, or its successor in function, as now or hereafter designated, which shall act as registrar, authenticating agent, paying agent and transfer agent with respect to the Bonds.”

(viii) The defined term “**Taxable Debt Service Account**” is hereby amended and replaced with the term “**Series 2003B Debt Service Account**” and the definition shall remain the same.

(ix) The defined term “**Tax-Exempt Debt Service Account**” is hereby amended and replaced with the term “**Series 2019A Debt Service Account**” and the definition shall remain the same.

**Section 503 Amendment to Section 2.1.** Section 2.1 of the Resolution is hereby amended to add Section 202 of this Supplemental Resolution to the end of Section 2.1.

**Section 504 Amendment to Section 2.3.** Section 2.3 of the Resolution is hereby amended to add Section 203 of this Supplemental Resolution to the end of Section 2.3 as subsection H, and to replace the references to “subsection C” in Subsections D and F with “subsection D.”

**Section 505 Amendment to Section 2.4.** Section 2.4 of the Resolution is hereby amended to add Section 204 of this Supplemental Resolution to the end of Section 2.4 as such section pertains to the Series 2019A Bonds.

**Section 506 Amendment to Section 2.5.** Section 2.5 of the Resolution is hereby amended to add Section 205 of this Supplemental Resolution to the end of Section 2.5 as such section pertains to the Series 2019A Bonds.

**Section 507 Amendment to Article IV.** Article IV of the Resolution is hereby amended to add Article III of this Supplemental Resolution to the end of Article IV.

**Section 508 Amendment to Section 5.2.** Section 5.2 of the Resolution is hereby amended and replaced as follows:

“**Section 5.2 Payment into Certain Funds.** As soon as practicable in each month after the deposit of Revenues required by Section 5.1 hereof, but in any case no later than the last Business Day of such month, the Trustee shall withdraw from the Revenue Fund and deposit into the following funds in the following order of priority the amounts set forth below:

*First:* Into the Series 2003B Debt Service Account and the 2019A Debt Service Account, the receipts of Revenues so that the balance therein shall be sufficient to pay the total amount of principal, if any, and interest due on the next principal or interest payment date on the Bonds.

*Second:* Into the Debt Service Reserve Account for the Series 2003B Bonds, all amounts required pursuant to the terms of this Resolution to equal the Reserve Account Requirement for the Series 2003B Bonds, except that no deposit shall be made with respect to the Series 2019A Bonds and any future Additional Bonds for which there is no Reserve Account Requirement.

*Third:* Into the Administrative Fund, the sum budgeted for Operating Costs of the Facilities in the Annual Budget for the applicable Fiscal Year, as directed in writing by an Authorized Officer.

*Fourth:* Into the General Reserve Fund, the remaining balance, if any, of money in the Revenue Fund after making the above deposits.

Notwithstanding the foregoing, to the extent there shall be held in the Debt Service Fund an amount sufficient to pay in full all Bonds then Outstanding in accordance with their terms (including principal or interest thereon), no deposits shall be required to be made into the Debt Service Fund. In accordance with state law, any moneys so deposited into the Debt Service Account with and held by the Trustee not so applied to the payment of Bonds within 5 years after the date on which the same shall have become due shall be paid by the Trustee to the State of Idaho free from the trusts created by this Resolution for deposit in its unclaimed property account. Thereafter, Registered Owners of the Bonds shall be entitled to recourse only against the State of Idaho pursuant to its unclaimed property procedure. The State of Idaho shall not be liable for any interest on the sums paid to it pursuant to this section and shall not be regarded as a trustee or trustees of such money. If the monies are not claimed and paid over or delivered as an allowed claim, the monies shall become payable by escheat to the State of Idaho."

**Section 509 Amendment to Section 5.3.** Section 5.3 of the Resolution is hereby amended and replaced as follows:

**"Section 5.3 The Debt Service Fund.**

**A. Debt Service Fund.** There is hereby established a fund to be held by the Trustee and designated the "Bond Debt Service Fund" (herein referred to as the "Debt Service Fund"). The Debt Service Fund shall be used solely for the purpose of paying the principal of, premium, if any, and interest on the Bonds. The Debt Service Fund shall consist of a Series 2003B Debt Service Account, a Series 2019A Debt Service Account, and a Debt Service Reserve Account for the Series 2003B Bonds, as hereinafter described.

**B. Debt Service Accounts.** Subaccounts within the Debt Service Fund are hereby created and designated the "Series 2003B Debt Service Account" and the "Series 2019A Debt Service Account."

(1) The Trustee shall pay out of the Series 2003B Debt Service Account (i) on or before each interest payment date for any of the Series 2003B Bonds, the amount

required for the interest payable on such payment date; and (ii) on or before each principal installment due date, the amount required for the principal installment payable on such due date for any of the Series 2003B Bonds. Such amounts shall be applied by the Trustee on the due dates thereof.

(2) The Trustee shall pay out of the Series 2019A Debt Service Account (i) on or before each interest payment date for any of the Series 2019A Bonds and any Additional Bonds, the amount required for the interest payable on such payment date; and (ii) on or before each principal installment due date, the amount required for the principal installment payable on such due date for any of the Series 2019A Bonds and any Additional Bonds. Such amounts shall be applied by the Trustee on the due dates thereof.

**C. Debt Service Reserve Accounts.** A subaccount within the Debt Service Fund is hereby created and designated the Debt Service Reserve Account.

(1) Simultaneously with the issuance of any Bonds, cash and/or Permitted Investments or a Reserve Account Letter of Credit shall be on deposit in the Debt Service Reserve Account, in amounts equal to the Reserve Account Requirement.

(2) If on any interest payment date or on any principal installment due date the amount in the Series 2003B Debt Service Account shall be less than the amount required to pay the interest or principal installment due on the Series 2003B Bonds, the Trustee shall transfer amounts from the Debt Service Reserve Account into the 2003B Debt Service Account, to the extent necessary to cure the deficiency.

(3) Any deficiency in the Debt Service Reserve Account as a result of withdrawals therefrom pursuant to the preceding subparagraph (2) shall be replaced by approximately equal annual deposits from the Administrative Fund, pursuant to written direction from the Authority, so that by five years from the date of such deficiency, the Debt Service Reserve Account will be restored to the Reserve Account Requirement with the respect to the Outstanding Series 2003B Bonds.

(4) When the Reserve Account Requirement is met for the Series 2003B Bonds Outstanding, interest earned on and profits from investments from the Debt Service Reserve Account shall be transferred to the Series 2003B Debt Service Account, no less frequently than semiannually. When the Reserve Account Requirement is not met, interest earnings on and profits from investments from the Debt Service Reserve Account shall be retained in the Debt Service Reserve Account.

(5) Notwithstanding the foregoing provisions, the Authority may fund the Debt Service Reserve Account for the Series 2003B Bonds through a Reserve Account Letter of Credit. The amount payable by a Reserve Account Letter of Credit shall be credited against the amounts otherwise required to be accumulated and maintained in the Debt Service Reserve Account.

(6) The Authority may not deposit a Reserve Account Letter of Credit in the

Debt Service Reserve Account or substitute a Reserve Account Letter of Credit for the funds and/or surety bonds on deposit in the Debt Service Reserve Account without prior notice to S&P.

(7) The Authority has determined to provide the Reserve Account Surety Bond as the initial Reserve Account Letter of Credit under the Resolution with respect to the Series 2003B Bonds. For so long as the Reserve Account Surety Bond shall be in effect, and provided the Insurer is not in default with the respect to the Reserve Account Surety Bond, the terms of the Reserve Account Surety Bond and the Financial Guaranty Agreement shall supersede the provisions of subsections (2), (3) and (4) above and shall constitute the terms and conditions upon which the Reserve Account Requirement shall be met and maintained.

(8) It shall be the responsibility of the Trustee to maintain adequate records, verified with the Insurer, as to the amounts available to be drawn at any given time under the Reserve Account Surety Bond and as to the amounts paid and owing to the Insurer under the terms of the Financial Guaranty Agreement.

(9) The Financial Guaranty Agreement is included as Exhibit C to this Resolution and by this reference incorporated herein. The Chairman and the Secretary are authorized and directed to execute and deliver the Financial Guaranty Agreement in substantially the form of Exhibit C. In accordance with Section 6.1 of the Facilities Lease, the Authority hereby covenants to include as "Additional Rent" under the Facilities Lease all amounts necessary to reimburse the Insurer and make other payments due to the Insurer under the Financial Guaranty Agreement."

**Section 510 Amendment to Section 7.18D(4) Regarding Reserve Fund.** Section 7.18D(4) of the Resolution is hereby amended to replace the reference to the "Series 2012B Bonds" with "the Series 2019A Bonds."

**Section 511 Amendment to Section 9.4B.** The "*Third*" paragraph of Section 9.4B of the Resolution is hereby amended and replaced as follows:

*"Third:* To the payment of the Insurer, as issuer of the Reserve Account Surety Bond for the Series 2003B Bonds, any amounts due under the Financial Guaranty Agreement."

**Section 512 Amendment to Article X.** Article X of the Resolution is hereby amended to add Section 206 of this Supplemental Resolution to the end of Article X as such article relates to the Series 2019A Bonds.

**Section 513 Amendment to Section 11.4.** Section 11.4 of the Resolution is hereby amended to add Section 207 of this Supplemental Resolution to the end of Section 11.4 as such section relates to the Series 2019A Bonds.

**Section 514 Amendment to Section 11.5.** Section 11.5 of the Resolution is hereby amended to add Section 209 of this Supplemental Resolution to the end of Section 11.5 as such section relates to the Series 2019A Bonds.

**Section 515 Amendment to Exhibit A.** Exhibit A to the Resolution is hereby amended to add Exhibit A to this Supplemental Resolution as Exhibit A-3.

## **ARTICLE 6 MISCELLANEOUS**

**Section 601 Ratification.** All actions not inconsistent with the provisions of this Supplemental Resolution and the Resolution heretofore taken by the Board and its agents with respect to the Facilities Lease and the issuance, sale and delivery of the Series 2019A Bonds, are hereby in all respects ratified, approved and confirmed.

**Section 602 Severability.** If any one or more of the covenants or agreements provided in the Resolution and this Supplemental Resolution to be performed on the part of the Authority shall be declared by any court of competent jurisdiction to be contrary to law, then such covenant or agreement shall be null and void and shall be deemed separable from the remaining covenants and agreements in the Resolution and this Supplemental Resolution and shall in no way affect the validity of the other provisions of this Supplemental Resolution, the Resolution, or of the Series 2019A Bonds.

**Section 603 Repealer.** All resolutions or parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed, and shall have no further force or effect.

**Section 604 Effective Date.** This Supplemental Resolution shall take effect immediately upon its adoption and approval, provided that any terms, conditions or covenants related and necessary to the Series 2012B Bonds shall remain in effect for the Series 2012B Bonds until the issuance and delivery of the Series 2019A Bonds and the defeasance of the Series 2012B Bonds.

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ADOPTED this 8th day of November, 2019.

IDAHO STATE BUILDING AUTHORITY

  
Chairman, Board of Commissioners

ATTEST:

  
Secretary

(SEAL)



\*\*\*\*\*

## CERTIFICATE

I, Wayne Meuleman, the Secretary of the Board of Commissioners of the Idaho State Building Authority, hereby certify that the foregoing Supplemental Resolution is a full, true and correct copy of a resolution duly adopted at a special meeting of said Board duly and regularly held in Boise, Idaho, on November 8, 2019, of which meeting all Commissioners had due notice and at which a majority thereof were present; and that at said meeting said Resolution was adopted by the following vote:

AYES: V.L. "Bud" Tracy  
James Hammond  
Candice Allphin  
Shelly Enderud  
Tim Anderson

NAYS: None

ABSENT: None

ABSTAIN: None

I further certify that I have carefully compared the same with the original Resolution on file and of record in my office; that said Supplemental Resolution is a full, true and correct copy of the original Supplemental Resolution adopted at said meeting; and that said resolution has not been amended, modified or rescinded since the date of its adoption, and is now in full force and effect.

IN WITNESS WHEREOF, I have set my hand and affixed the official seal of said Authority on November 8, 2019.



**IDAHO STATE BUILDING  
AUTHORITY**

A handwritten signature in blue ink, appearing to be "Wayne Meuleman", is written over a horizontal line. Below the line, the text "Wayne Meuleman, Secretary" is printed.

Wayne Meuleman, Secretary

## EXHIBIT A

### Form of Series 2019A Bonds

R-\_\_\_\_\_ UNITED STATES OF AMERICA  
STATE OF IDAHO \$\_\_\_\_\_

IDAHO STATE BUILDING AUTHORITY  
STATE BUILDING REFUNDING REVENUE BONDS, SERIES 2019A  
(WATER CENTER PROJECT) (FEDERALLY TAXABLE)

INTEREST RATE    MATURITY DATE    DATED    CUSIP NO.

The IDAHO STATE BUILDING AUTHORITY (the "Authority"), an independent public body corporate and politic of the State of Idaho, hereby acknowledges itself to owe and for value received, promises to pay from the Authority's existing Debt Service Fund (the "Debt Service Fund"), pursuant to Resolution No. 2002-003 adopted by the Authority on December 18, 2002, and as supplemented by Resolution No. 2012-2 adopted by the Authority on February 23, 2012, and as further supplemented by Resolution No 2019-004 adopted by the Authority on November 8, 2019 (collectively, the "Resolution"), to the Registered Owner or his or her registered assigns, on the Maturity Date specified above, the principal sum of \_\_\_\_\_ DOLLARS (\$\_\_\_\_\_) and to pay interest thereon from the aforesaid Debt Service Fund from the Dated date hereof, or the most recent date to which interest has been paid or duly provided for, at the rate per annum specified above, payable semiannually commencing on March 1, 2020, and on each September 1 and March 1 thereafter, to the Maturity Date specified above. Interest shall be calculated on the basis of a 360-day year consisting of twelve 30-day months.

The principal of and interest on this Bond are payable in lawful money of the United States of America to the Registered Owner hereof, whose name and address shall appear on the registration books of the Authority (the "Bond Register") maintained by the Trustee, which initially shall be Zions Bancorporation, National Association, Boise, Idaho. Payment of each installment of interest shall be made to the Registered Owner hereof whose name appears on the Bond Register on the fifteenth day of the calendar month preceding the interest payment date, and shall be paid by check or draft of the Trustee mailed to such Registered Owner on the due date at the address appearing on the Bond Register, or at such other address as may be furnished in writing by such Registered Owner to the Trustee. Principal on this Bond shall be paid to the Registered Owner upon presentation and surrender of this Bond on or after the date of maturity at the Principal Corporate Trust Office of the Trustee.

This Bond and the series of which it is one shall not be or become an indebtedness or obligation of the State of Idaho, or of any department, board, commission, agency, political subdivision, body corporate and politic, or instrumentality of, municipality or county within the State of Idaho, nor shall such Bond constitute the giving or loaning of the credit of the State of Idaho, or of any department board, commission, agency, political subdivision, body corporate and politic, or instrumentality of or municipality or county within the State of Idaho, nor shall it be payable out of any funds other than those of the Authority pledged under the Resolution.

In accordance with Section 67-6418 of the Idaho State Building Authority Act (the "Act"), the State of Idaho pledges to and agrees with the holders of any notes or bonds issued under the Act that the State of Idaho will not limit or alter the rights vested in the Authority to fulfill the terms of any agreements made with the said holders thereof or in any way impair the rights and remedies of such holders until such notes and bonds, together with the interest thereon, with interest on any unpaid installments of interest, and all costs and expenses in connection with any action or proceeding by or on behalf of such holders, are fully met and discharged.

This Bond is one of a duly authorized issue of State Building Refunding Revenue Bonds, 2019A (Water Center Project) (Federally Taxable) (the "Bonds") of like date, tenor and effect, except for variations required to state denominations, numbers, interest rates and dates of maturity, aggregating \$\_\_\_\_\_ principal amount. The Bonds are issued as serial [and term] bonds, in fully registered form, in denominations of \$5,000 each or integral multiples thereof, within a single maturity. The [serial] Bonds mature annually on September 1, \_\_\_\_ through September 1, \_\_\_\_\_. [The term Bonds maturing on September 1, \_\_\_\_\_ are subject to mandatory redemption as provided below.] The Bonds are limited obligations of the Authority payable solely from Revenues deposited to the Debt Service Fund. For a more particular description of said Debt Service Fund, the Revenues to be deposited therein, and the nature and extent of the security afforded thereby, reference is made to the provisions of the Resolution. This Bond is not a general obligation of the Authority, and its full faith and credit are not pledged for payment of the principal hereof and interest hereon.

The Bonds and the Authority's State Building Revenue Bonds (Taxable), Series 2003B (the "Series 2003B Bonds") constitute a prior lien and charge upon the Revenues equal to and superior to all other charges of any kind or nature.

This Bond and the issue of which it is one are issued by the Authority pursuant to and in strict compliance with the Constitution and laws of the State of Idaho, particularly chapter 64 of Title 67 of the Idaho Code, and the Resolution, for the purpose of providing the money with which to redeem the Authority's State Building Refunding Revenue Bonds, Series 2012B, dated June 19, 2012.

The Bonds maturing on and after September 1, 202\_, are subject to optional redemption on September 1, 202\_, and on any date thereafter in whole or part (with maturities to be selected by the Authority ) at the principal amount thereof, plus interest accrued to the date of redemption.

In addition, prior to September 1, 20\_\_, the Bonds are subject to redemption at the option of the Authority as a whole or in part on any date with the maturities and interest rates to be selected by the Authority, at a redemption price described below (the “Make-Whole Redemption Price”) with bonds selected for redemption based on a “Pro Rata Pass-Through Distributions of Principal” basis, as described below.

The Make-Whole Redemption Price is equal to the greater of (1) 100% of the principal amount of the Bonds to be redeemed; or (2) the sum of the present value of the remaining scheduled payments of principal and interest on the Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date of which the Bonds are to be redeemed, discounted to the date on which the Bonds are to be redeemed on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate plus 20 basis points (0.20%); plus, in each case, accrued interest on the Bonds to be redeemed to the date on which the Bonds are to be redeemed.

“Treasury Rate” means, with respect to any redemption date for a particular Bond, the rate per annum equal to the semi-annual equivalent yield to maturity of the Comparable Treasury Issue with respect thereto, computed as of the second business day immediately preceding that redemption date, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price with respect thereto for that redemption date.

“Comparable Treasury Issue” means, with respect to any redemption date for a particular Bond, the United States Treasury security selected by the Independent Investment Banker which has an actual maturity comparable to the remaining average life of the Bonds of such maturity to be redeemed, and that would be utilized in accordance with customary financial practice in pricing new issues of debt securities of comparable maturity to the remaining average life of such Bond to be redeemed.

“Comparable Treasury Price” means, with respect to any redemption date for a particular Bond, (A) the average of the applicable Reference Treasury Deal Quotations for the redemption date, after excluding the highest and lowest of such Reference Treasury Dealer Quotations, or (B) if the Independent Investment Banker for the Bonds obtains fewer than four such Reference Treasury Dealer Quotations, the average of all such Quotations.

“Independent Investment Banker” means one of the Reference Treasury Dealers as designated by the Authority.

“Reference Treasury Dealer” means each of four firms, as designated by the Authority, and their respective successors; provided, however, that if any of them ceases to be a “Primary Treasury Dealer” (defined as a primary U.S. Government securities dealer in the City of New York), the Authority will substitute another Primary Treasury Dealer.

“Reference Treasury Dealer Quotation” means, with respect to each Reference Treasury Dealer and any redemption date for the Bonds of a particular maturity, the average, as determined by the Independent Investment Banker and communicated to the Authority, of the bid and asked prices for the applicable Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Independent Investment Banker and communicated to the Trustee by such Reference Treasury Dealer at 3:30 p.m., New York City time, on the third Business Day preceding that redemption date.

“Business Day” means any day, other than a Saturday or Sunday, and other than a day on which the Trustee is required, or authorized or not prohibited, by law (including without limitation, executive orders) to close and is closed.

If less than all of the Bonds of a maturity and interest rate are called for prior redemption, the particular Bonds or portions thereof to be redeemed shall be selected on a “Pro Rata Pass-Through Distributions of Principal” basis in accordance with DTC procedures, provided that, so long as the Bonds are held in book-entry form, the selection for redemption of such Bonds shall be made in accordance with the operational arrangements of DTC then in effect that currently provide for adjustment of the principal by a factor provided by the Trustee pursuant to DTC operational arrangements. If the Trustee does not provide the necessary information and identify the redemption as on a Pro Rata Pass-Through Distributions of Principal basis or if DTC’s operational arrangements no longer provide for selection on a pro rata basis, the Bonds will be selected for redemption in accordance with DTC procedures by lot. If the Bonds are no longer held by DTC, they shall be selected for redemption on a pro rata basis.

[The Bonds maturing on September 1, 20\_\_ shall be subject to mandatory redemption and retirement prior to maturity, in part, with Bonds selected for redemption based on a “Pro Rata Pass-Through Distributions of Principal” basis, as described above, on September 1 in the years 20\_\_ to 20\_\_, inclusive, at 100% of the principal amount thereof plus accrued interest to the date of redemption, from deposits into the Debt Service Account in the amounts set forth below.

Mandatory Redemption Date:	Mandatory
<u>September 1</u>	<u>Redemption Amount]</u>

Upon redemption of any Series 2019A Bonds maturing on September 1, 20\_\_, other than by application of such mandatory sinking fund redemption, an amount equal to the principal amount so redeemed will be credited toward a part or all of any one or more of such mandatory sinking fund redemption amounts for the Series 2019A Bonds maturing on September 1, 20\_\_, in such order of mandatory sinking fund date as shall be directed by the Authority.

Unless waived by the Registered Owner of any Bond to be redeemed, notice of any redemption shall be sent by the Trustee by first-class mail, postage prepaid, not less than thirty (30) nor more than sixty (60) days prior to the date fixed for redemption to the Registered Owner of each Bond to be redeemed at the address shown on the respective Bond Register, or at such other address as may be furnished in writing by such Registered

Owner to the Trustee. The notice requirements shall be deemed to be complied with when notice is mailed as provided in the Bond Resolution, regardless of whether or not it is actually received by the Registered Owner of any Bond.

With respect to any notice of optional redemption of Bonds, unless, upon the giving of such notice such Bonds shall be defeased pursuant to the Bond Resolution, such notice may state that such optional redemption shall be conditional upon the receipt by the Trustee on or prior to the date fixed for such redemption of moneys sufficient to pay the principal of and interest on such Bonds to be redeemed, and that if such moneys shall not have been so received, said notice shall be of no force and effect and the Authority shall not be required to redeem such Bonds. In the event that such notice of optional redemption contains such a condition and such moneys are not so received, the redemption shall not be made and the Trustee shall within a reasonable time thereafter give notice, in the manner in which the notice of redemption was given, that such moneys were not so received and that the subject Bonds shall not be redeemed.

In addition, further notice shall be given by the Trustee as set out in the Bond Resolution, but no defect in said further notice nor any failure to give all or any portion of such further notice shall in any way defeat the effectiveness of a call for redemption if notice thereof is given.

The Authority has reserved the right to purchase Bonds on the open market at a price equal to or less than par. In the event that the Authority shall purchase Bonds at a price (exclusive of accrued interest) of less than the principal amount thereof, the Bonds so purchased shall be credited at the par amount thereof against the debt service requirement or, if term Bonds, to the sinking fund redemption next becoming due.

The Bonds are initially issued in the form of a separate single certificated fully registered Bond for each maturity, and registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC").

Unless this Bond is presented by an authorized representative of DTC to the Authority or its agent for registration of transfer, exchange, or payment, and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the Registered Owner hereof, Cede & Co., has an interest herein.

The Authority and the Trustee may deem and treat the Registered Owner hereof as the absolute owner hereof for the purpose of receiving payments of principal hereof and interest due hereon and for all other purposes, and neither the Authority nor the Trustee shall be affected by any notice to the contrary.

The Authority has covenanted and agreed with the Registered Owners of the Bonds that it will keep and perform all of the covenants of this Bond and of the

Resolution to be by it kept and performed. The Authority has further bound itself to maintain the Facilities in good repair, working order and condition, to operate the same in an efficient manner and at a reasonable cost, and to fix, maintain and collect rents, fees and charges with respect to the leasing of the Facilities, sufficient in amount, for as long as any of the Bonds of this issue are Outstanding, to make available from Revenues, all amounts required to be paid into the Debt Service Fund in any year hereafter to pay the principal of, premium, if any, and interest on the Bonds.

The covenants contained herein and in the Resolution may be discharged by making provision, at any time, for the payment of the principal of, premium, if any, and interest on this Bond in the manner provided in the Resolution.

It is hereby certified and declared that all acts, conditions and things essential to the validity of this Bond and the Bonds of this issue do exist, have happened, and have been done and that every requirement of the Constitution and statutes of the State of Idaho and the resolutions of the Authority affecting the issue thereof has been duly complied with; that the Revenues, to be derived from the operation of the Facilities, including any future improvements, additions or extensions thereto, have been pledged and will be set aside into the Debt Service Fund to be used for the payment of principal of, premium, if any, and interest on this Bond in the order of priority provided in the Resolution.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Resolution until the Certificate of Authentication hereon shall have been manually signed by the Trustee.

(The remainder of this page is intentionally left blank.)

IN WITNESS WHEREOF, the Idaho State Building Authority has caused this Bond to be executed by the manual or Facsimile signature of the Chairman of the Board of Commissioners, attested by the manual or Facsimile signature of the Secretary, and the seal of the Authority to be reproduced hereon as of this \_\_\_\_ day of \_\_\_\_\_, 2019.

**IDAHO STATE BUILDING  
AUTHORITY**

\_\_\_\_\_  
Chairman, Board of Commissioners

ATTEST:

\_\_\_\_\_  
Secretary

(SEAL)

## **CERTIFICATE OF AUTHENTICATION**

Date of Authentication: \_\_\_\_\_

This Bond is one of the State Building Refunding Revenue Bonds, 2019A (Water Center Project) (Federally Taxable), of the Idaho State Building Authority, dated as of \_\_\_\_\_, 2019, and described in the within-mentioned Resolution.

**ZIONS BANCORPORATION,  
NATIONAL ASSOCIATION, as  
Trustee**

By \_\_\_\_\_  
Authorized Officer  
Zions Bank Division

## ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto:

Name of Transferee: \_\_\_\_\_

Address: \_\_\_\_\_

Tax Identification No. \_\_\_\_\_

the within Bond and hereby irrevocably constitutes and appoints \_\_\_\_\_

to transfer said Bond on the books kept for registration thereof with full power of substitution in the premises.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Registered Owner

NOTE: The signature of this Assignment must correspond with the name of the Registered Owner as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever.

SIGNATURE GUARANTEED:

\_\_\_\_\_  
NOTICE: The signature(s) should be guaranteed by an eligible guarantor institution, (banks, stockbrokers, savings and loan associations and credit unions with membership in an approved signature medallion program), pursuant to S.E.C. Rule 17Ad-15.

## EXHIBIT B

### FORM OF TERMS CERTIFICATE

**Idaho State Building Authority  
State Building Revenue Refunding Bonds, Series 2019A  
(Water Center Project) (Federally Taxable)**

In connection with Resolution No. 2019-004 of the Idaho State Building Authority (the "Authority") adopted on November 8, 2019 (the "2019A Bond Resolution") authorizing the issuance and sale of the Authority's State Building Refunding Revenue Bonds, Series 2019A (Water Center Project) (Federally Taxable) (the "Bonds"), the undersigned hereby executes and delivers this Terms Certificate (as such term is defined in the Resolution) specifying certain terms of the Bonds:

Principal amount: \$ \_\_\_\_\_

Dated Date: Closing Date

Date of Delivery: Closing Date

Closing Date: \_\_\_\_\_, 2019, or such other date agreed upon by the Underwriter and the Authority.

Underwriter's Discount: \$ \_\_\_\_\_.

Purchase Price: \$ \_\_\_\_\_ (the par amount thereof less an underwriter's discount of \$ \_\_\_\_\_).

Principal Payment Schedule with interest rates: see attached

True Interest Cost\*: \_\_\_\_\_ %

Final Maturity Date: \_\_\_\_\_.

The Bonds are subject to optional and mandatory redemption as follows:

\*True Interest Cost is the rate necessary to discount the debt service payments compounding semi-annually to the Purchase Price received by the Authority on the Closing Date (Par Amount plus Original Issue Bond Premium/(Discount) less Underwriter's Discount).

Sources and Uses of Bond Proceeds:

Sources:

Par Amount: \$ \_\_\_\_\_

Total: \$ \_\_\_\_\_

Uses:

Deposit to Escrow Account: \$ \_\_\_\_\_

Deposit to the 2019A Costs of Issuance  
Fund: \$ \_\_\_\_\_]

Underwriter's Discount: \$ \_\_\_\_\_

Total: \$ \_\_\_\_\_

Other terms: \_\_\_\_\_

DATED this \_\_\_\_ day of \_\_\_\_\_, 2019

**IDAHO STATE BUILDING AUTHORITY**

By: \_\_\_\_\_  
Wayne Meuleman, Executive Director

**WELLS FARGO BANK, NATIONAL  
ASSOCIATION**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Principal Payment Schedule  
(to come)