

Tooele, Utah

February 17, 2009

The Board of County Commissioners (the "Board") of Tooele County, Utah (the "County"), met in regular session at the regular meeting place of the Board at 47 South Main Street in Tooele, Utah at 3:00 p.m. on February 17, 2009, with the following members present:

Colleen S. Johnson	Chair
J. Bruce Clegg	Commissioner
Jerry Hurst	Commissioner

Also present:

Marilyn Gillette	County Clerk
Doug Hogan	County Attorney
Wayne Jones	Deputy

Absent:

The Chair stated that the meeting was called pursuant to notice for the purpose, among other things, of approval of a resolution of inducement for up to \$10,000,000 of Industrial Development Revenue Bonds of the County. The following resolution was then introduced, in written form, whereupon Commissioner Hurst moved that such resolution be adopted. The motion was seconded by Commissioner Clegg, and adopted by the following vote:

Aye: Commissioners Hurst
Clegg
Johnson

Nay: /

The resolution is as follows:

RESOLUTION NO. 2009-01

RESOLUTION OF INDUCEMENT FOR NOT TO EXCEED \$10,000,000 OF INDUSTRIAL FACILITIES AND DEVELOPMENT REVENUE BONDS TO FINANCE THE COSTS OF THE ACQUISITION AND CONSTRUCTION OF CERTAIN BUILDINGS AND THE FURNISHING AND EQUIPPING OF SUCH BUILDINGS FOR USE AS A WASTE-TO-ENERGY FACILITY (THE "PROJECT"); AUTHORIZING KINGSTON ENERGY DEVELOPMENT LLC (OR ANY RELATED ENTITY TO THE PROJECT ACCEPTABLE TO THE ISSUER) TO ACQUIRE, CONSTRUCT, FURNISH AND EQUIP THE PROJECT TO BE FINANCED BY SUCH BONDS; AUTHORIZING THE APPLICATION TO THE STATE OF UTAH FOR BOND VOLUME CAP ALLOCATION AND RELATED MATTERS.

WHEREAS, Tooele County, Utah (the "Issuer") is authorized and empowered by the provisions of the Utah Industrial Facilities and Development Act, Chapter 17, Title 11, Utah Code Annotated 1953, as amended (the "Act") to issue revenue bonds for the purpose of protecting and promoting the health, welfare and safety of the citizens of the Issuer and the State of Utah (the "State") by assisting entities to finance, acquire, own, or lease a project for such purposes; and

WHEREAS, it is proposed that the Issuer finance a project within the meaning of the Act, constituting the acquisition and construction of a waste-to-energy facility and the related improvement, equipping and furnishing of said facility (the "Project") to be located in Tooele County, Utah, and to be owned by Kingston Energy Development LLC, a Colorado limited liability company (or any related entity to the Project acceptable to the Issuer) (the "Borrower"); and

WHEREAS, it has been represented to the Issuer that the Borrower is financially responsible to assume all obligations in connection with the Project, and is engaged in business activities that will protect and promote the health, welfare and safety of the citizens of the State; and

WHEREAS, to protect and promote the health, welfare and safety of the citizens of the Issuer and the State and to improve local health and the general welfare, the Issuer proposes to assist the Borrower to construct, equip and furnish the Project and otherwise to finance the Project for the Borrower; and

WHEREAS, it is considered essential that the Project be initiated at the earliest practicable date, but, at the same time, the Borrower needs assurances from the Issuer that when the applicable conditions are met the Bonds will be issued to pay the costs of financing the Project; and

WHEREAS, the Issuer considers that the acquisition, rehabilitation, improvement, equipping and furnishing of the Project and the financing of the same for the Borrower will promote and further the purposes of the Act and the public purposes of the Issuer; and

WHEREAS, this resolution is intended to express an official intent to reimburse (the "Official Intent") to satisfy the requirements of the Income Tax Regulations of the United States Treasury Department with respect to the issuance of industrial development bonds and the reimbursement of costs paid by the Borrower with proceeds of tax-exempt bonds;

NOW, THEREFORE, BE IT RESOLVED by the County Commission of Tooele County, Utah as the governing body of the Issuer, as follows:

Section 1. The acquisition, construction, improvement, equipping and furnishing of the Project and the financing thereof by the Issuer, through the issuance of industrial development revenue bonds pursuant to the Act, will protect and promote the health, welfare and safety of the citizens of the State and the Issuer, and thereby serve the public purposes of the Act.

Section 2. In order to finance the Project with the resulting public benefits which will flow from the operation thereof, the Issuer will issue and sell its bonds (the "Bonds") pursuant to the provisions of the Act in a principal amount sufficient to pay all or a portion of the cost of financing the Project, together with costs incident to the authorization, sale and issuance of the Bonds (to the extent permitted by law), the aggregate cost of the Project and the cost of authorization, sale and issuance of the Bonds being presently estimated not to exceed \$10,000,000.

Section 3. The Issuer will (i) issue the Bonds in an amount not exceeding \$10,000,000 with the particular amount, maturities, fixed or variable interest rates, redemption terms and other terms and provisions to be determined by a further resolution of the Issuer; (ii) loan the Bond proceeds to the Borrower or otherwise finance the Project for the Borrower, pursuant to an agreement by and between the Issuer and the Borrower whereby the Borrower will be obligated, among other things, to make payments to the Issuer in amounts and at times so that such payments will be adequate to pay the principal of and premium, if any, and interest on all of the Bonds being issued for the Project; and (iii) require the Borrower to secure the Bonds in such manner as the Issuer and the Borrower deem appropriate. If the proceeds from the sale of the Bonds are insufficient to finance the entire cost of the Project, the Issuer will, upon request of the Borrower and to the extent permitted by law, consider the issuance from time to time in the future of additional Bonds, whether on a parity with the Bonds or otherwise, for the purpose of paying the costs of completing the construction and equipping of the Project. The Issuer will not and cannot pledge its credit or taxing power for the payment of the Bonds or the financing of the Project.

Section 4. The proceeds of the Bonds will be used to finance the Project and to pay the costs incident to the authorization, sale and issuance, in one or more issues or series, of the Bonds.

Section 5. The Issuer will lend the proceeds of the Bonds to the Borrower pursuant to a loan agreement under terms whereby the Borrower will be obligated, among other things, (a) to make payments to the Issuer in amounts and at times sufficient to pay the principal of and premium, if any, and interest on all of the Bonds, and (b) to provide, or cause to be provided collateral or other security to secure payment of the Bonds in such a manner and in such amounts as the purchaser of the Bonds deems appropriate. The Issuer has not authorized the pledge of its credit for the payment of the Bonds or the financing of the Project.

Section 6. Without obligating itself or the taxpayers of the Issuer, the Issuer hereby acknowledges that the Borrower may pay any of the costs of the Project from sources other than the Bonds (i) to acquire, construct, improve, equip and furnish the Project; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, and in general to do all things which may be requisite or proper for completing the Project; and (iii) to prepare, publish and distribute an official statement or disclosure document with respect to the Bonds. In addition, the Borrower is hereby authorized to advance such funds as may be necessary to accomplish such purposes, and to the extent permitted by law, to reimburse itself therefor, but solely out of the proceeds of the Bonds, provided that the Issuer shall have no liability to the Borrower for any costs or funds so advanced if the Bonds are not issued.

Section 7. The officers, employees and agents of the Issuer are hereby authorized to work with the Borrower and others to prepare, for submission to the Issuer, all documents necessary to effect the authorization, issuance and sale of the Bonds.

Section 8. The Chair and the County Clerk are hereby authorized and directed to distribute copies of this resolution to the Borrower and to do such further things or perform such acts as may be necessary or convenient to implement the provisions thereof.

Section 9. The law firm of Ballard Spahr Andrews & Ingersoll, LLP is hereby appointed to serve as Bond Counsel to the Issuer with respect to the issuance of the Bonds.

Section 10. The officers, employees and agents of the Issuer are hereby authorized to participate in the preparation and submission of an application for a Volume Cap Allocation relating to the Bonds in accordance with the applicable provisions of Utah law. This application shall be submitted to the Governor's Office of Economic Development of the State of Utah for consideration by the Private Activity Bond Review Board. Although the Issuer will cooperate with the Borrower in an attempt to obtain an allocation of volume cap, no assurance can be given of the success of such efforts. All prior actions of the officers, employees and agents of the Issuer in receiving and executing such an application are hereby ratified.

Section 11. The Issuer hereby declares its intention and reasonable expectation to use proceeds of the Bonds to reimburse itself and/or the Borrower for expenditures for costs of the Project. The Bonds are to be issued, and the reimbursements made, before the later of 18-months after the payment of the costs or after the Project is placed in service, but in any event, no later than three years after the date the original expenditure was paid. The maximum principal amount of the bonds which will be issued to finance the Project is not expected to exceed \$10,000,000.

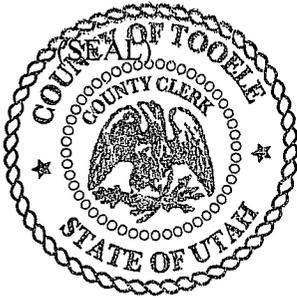
Section 12. This resolution shall take effect immediately upon its approval and adoption by the Board.

PASSED, APPROVED AND ADOPTED by the County Commission of Tooele County, Utah this 17th day of February, 2009.

Colleen Johnson
Chair

ATTEST:

Marilyn K. Shellette
County Clerk

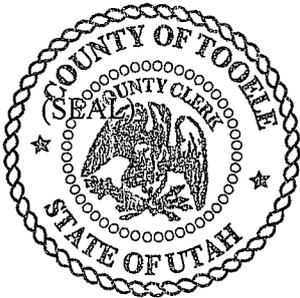


STATE OF UTAH)
 : ss.
COUNTY OF TOOELE)

I, Marilyn K. Gillette, the duly qualified and acting County Clerk of Tooele County, Utah (the "Issuer"), do hereby certify according to the records of the Issuer's Board of County Commissioners (the "Board") in my possession that the foregoing constitutes a true, correct and complete copy of the minutes of the regular meeting of the Board held on February 17, 2009 as it pertains to a resolution (the "Resolution") adopted by the Board at said meeting, as said minutes and Resolution are officially of record in my possession.

IN WITNESS WHEREOF, I have hereunto subscribed my signature and impressed hereon the official seal of the Issuer this 17th day of February, 2006.


County Clerk



CERTIFICATE OF COMPLIANCE WITH OPEN MEETING LAW

I, Marilyn K. Gillette, the duly qualified and acting County Clerk of Tooele County, Utah (the "Issuer"), do hereby certify, according to the records of the Issuer in my official possession, and upon my own knowledge and belief, that in accordance with the requirements of Section 52-4-6(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 February 17, 2009 public meeting held by the Issuer as follows:

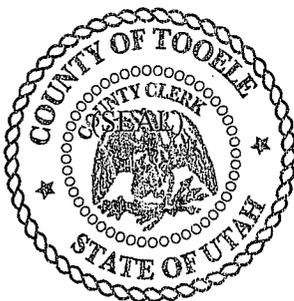
(i) by causing a Notice, in the form attached hereto as Schedule 1, to be posted at the principal offices of the County on February __, 2009, at least twenty-four (24) hours prior to the convening of the meeting, said Notice having continuously remained so posted and available for public inspection until the completion of the meeting;

(ii) by causing a copy of such Notice, in the form attached hereto as Schedule 1, to be delivered to the *Tooele Transcript Bulletin* on February __, 2009, at least twenty-four (24) hours prior to the convening of the meeting; and

(iii) by causing a copy of such Notice to be published on the Utah Public Notice Website (<http://pmn.utah.gov>) at least twenty-four (24) hours prior to the convening of the meeting.

In addition, the Notice of 2009 Annual Meeting Schedule for the County Commission (attached hereto as Schedule 2) was given specifying the date, time and place of the regular meetings of the County Commission of the County to be held during the year, by causing said Notice to be (i) posted on _____, at the principal office of the County Commission, (ii) provided to at least one newspaper of general circulation within the geographic jurisdiction of the County on _____ and (iii) published on the Utah Public Notice Website (<http://pmn.utah.gov>) during the current calendar year.

IN WITNESS WHEREOF, I have hereunto subscribed my official signature this 17th day of February, 2009.



Marilyn K. Gillette
County Clerk

SCHEDULE 1

NOTICE OF MEETING

TOOELE COUNTY CLERK

TOOELE COUNTY COURTHOUSE

MARILYN K. GILLETTE
Tooele County Clerk

47 South Main Street
Tooele, Utah 84074-2194
(435)843-3140/Fax (435)882-7317
www.co.tooele.ut.us/clerk.htm

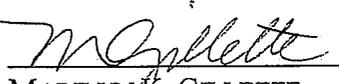
DEBBIE SMART
Chief Deputy Clerk

NOTICE AND AGENDA

NOTICE IS HEREBY GIVEN THAT THE TOOELE COUNTY COMMISSION WILL HOLD A REGULAR MEETING ON TUESDAY, FEBRUARY 17, 2009, AT 3:00 P.M., IN ROOM 310, TOOELE COUNTY COURTHOUSE, 47 SOUTH MAIN STREET, TOOELE, UTAH. THE AGENDA IS:

1. ROLL CALL
2. MINUTES
3. TAX ADJUSTMENTS
4. INVOICES
5. DESERET PEAK COMPLEX
6. TOOELE COUNTY EMERGENCY MANAGEMENT T1'S TO DCD
7. ANNUAL PRESENTATION OF PAYMENT IN LIEU OF TAX - STATE DIVISION OF WILDLIFE RESOURCES
8. CONSIDERATION OF THE ADOPTION OF RESOLUTION 2009-01 AUTHORIZING THE ISSUANCE OF INDUSTRIAL REVENUE BONDS TO FINANCE THE COSTS OF THE ACQUISITION AND CONSTRUCTION OF CERTAIN BUILDINGS AND THE FURNISHING AND EQUIPPING OF SUCH BUILDINGS FOR USE AS A WASTE-TO-ENERGY FACILITY (THE "PROJECT"); AUTHORIZING KINGSTON ENERGY DEVELOPMENT LLC TO ACQUIRE, CONSTRUCT, FURNISH AND EQUIP THE PROJECT TO BE FINANCED BY SUCH BONDS, AND RELATED MATTERS
9. RESOLUTION 2009-02 - PROPOSING THE ESTABLISHMENT OF THE TOOELE COUNTY TRANSPORTATION SPECIAL SERVICE DISTRICT, TOOELE COUNTY, UTAH, CALLING A PUBLIC HEARING AND PROVIDING NOTICE THEREOF, AND RELATED MATTERS
10. CONTRACT REVIEW
 - A) 98-02-04- MEMORANDUM OF UNDERSTANDING- TOOELE COUNTY SHERIFF, CASTLE ROCK LAND & LIVESTOCK, FORESTRY, FIRE AND STATE LANDS
 - B) 07-02-04- ACCESS AGREEMENT FOR SURVEY AND EXPLORATION- TOOELE COUNTY AND DEPARTMENT OF ARMY
11. BOARD APPOINTMENTS
 - A) NORTH TOOELE COUNTY FIRE DISTRICT
12. PUBLIC CONCERNS
13. ADJOURN

DATED THIS 17th DAY OF February, 2009


MARILYN K. GILLETTE
TOOELE COUNTY CLERK

PURSUANT TO THE AMERICANS WITH DISABILITIES ACT, INDIVIDUALS NEEDING SPECIAL ACCOMMODATIONS DURING THIS MEETING SHOULD NOTIFY MARILYN K. GILLETTE, TOOELE COUNTY CLERK AT 843-3148 PRIOR TO THE MEETING.

SCHEDULE 2

ANNUAL MEETING SCHEDULE

TOOELE COUNTY CLERK

TOOELE COUNTY COURTHOUSE

MARILYN K. GILLETTE
Tooele County Clerk

47 South Main Street
Tooele, Utah 84074-2194
(435)843-3140/Fax (435)882-7317
www.co.tooele.ut.us/clerk.htm

DEBBIE SMART
Chief Deputy Clerk

NOTICE OF ANNUAL MEETING

TO THE PUBLIC AND RESIDENTS OF TOOELE COUNTY

The Public is hereby given Notice that the Tooele County Board of Commissioners conducts its regular board of County Commissioners meeting on the first, second, third and fourth Tuesday at 3:00 P.M. of each month at the Tooele County Courthouse, Room 310, 47 South Main Street, Tooele, Utah, unless the location is specifically changed as stated on the agenda. If the meeting date is a legal holiday, then the regularly scheduled meeting will not be held.

DATED THIS 5th DAY OF JANUARY, 2009



MARILYN K. GILLETTE
Tooele County Clerk