
M E M O R A N D U M

DATE: April 13, 2010
TO: City Council Members
FROM: Jennifer Bruno, Deputy Director
RE: Resolution authorizing the issuance and confirming the sale of \$25,000,000 in GO Bonds for the Public Safety Facility

INFORMATION

Council staff learned Wednesday that the Administration plans to sell a different type of bond than is standard. One of the bond funding mechanisms recommended for this issuance includes the Build America Bonds program. Staff has urged the Administration to provide written information before Tuesday when the bonds are sold, so that Council Members can ask further questions or request that the sale be delayed until there is full understanding. Staff understands there are significant up sides to the approach the Administration plans to take, but has not had the opportunity to research and understand any potential down sides.

POTENTIAL MOTIONS

1. ["I move that the Council"] adopt the resolution authorizing the issuance and confirming the sale of \$25 million in GO Bonds for the purposes of constructing the Public Safety Facility.
2. ["I move that the Council"] not adopt the resolution.

KEY ELEMENTS

- A. Attached is a resolution provided by the City's Bond Counsel authorizing the issuance and confirming the sale of \$25,000,000 in General Obligations bonds for the Public Safety Facilities project.
- B. This is the first in a number of rounds of bond issuances for this project. The Administration is issuing these bonds in a series of bond issuances due to the size of the project, the number of years it may take to finalize and develop, and the amount of money state law requires the City to draw down on the bond in each year.
- C. A public hearing was held on March 2, 2010 in relation to the Parameters Resolution (establishing the maximum amount of \$125 million). The GO Bond process does not require separate public hearings for each bond sale/issuance.
- D. The actual sale of these bonds will occur in the morning of April 13th, 2010. The City's bond counsel will then forward a resolution and summary sheet for the Council Meeting that night that will indicate the final terms confirmed for the sale of the bonds (interest rate, etc).
- E. The Council may wish to note that this issuance will trigger this portion (\$25 million) of the voter-approved property tax increase to appear on tax notices next calendar year.

- F. The Council authorized the revenue (\$125 million) and expenditure (\$25 million) budget for this amount in conjunction with the second budget amendment of FY 2010. The Administration is therefore authorized to spend \$25 million, but cannot spend more than that.
- G. The Administration's project manager, David Hart, FAIA, will report to the Council monthly on the progress of the project, including Master Plan amendment, community input, and design processes.
- H. Voters approved this project on November 3, 2009.

DANIEL A. MULÉ
CITY TREASURER

SALT LAKE CITY CORPORATION

DEPARTMENT OF MANAGEMENT SERVICES
TREASURER'S DIVISION

RALPH BECKER
MAYOR

CITY COUNCIL TRANSMITTAL

David Everitt (for David Everitt)
David Everitt, Chief of Staff

Date Received: 3/24/10
Date sent to Council: 3/25/10

TO: Salt Lake City Council
JT Martin, Chair

DATE: March 23, 2010

FROM: Daniel A. Mulé, City Treasurer *DAM*

SUBJECT: General Obligation Bonds, Series 2010A - Public Safety Facilities Project

STAFF CONTACT: Daniel A. Mulé, City Treasurer 801-535-6411

DOCUMENT TYPE: Resolution

RECOMMENDATION: That the City Council adopt the Bond Resolution authorizing the issuance and confirming the sale of \$25,000,000 Salt Lake City, Utah, General Obligation Bonds, Series 2010A

BUDGET IMPACT: None. Increased tax collections resulting from the issuance of voter-authorized general obligation bonds for the Public Safety Facilities Project will be sufficient to cover debt service costs for the period in which the bonds are outstanding.

BACKGROUND/DISCUSSION: On November 3, 2009, voters within Salt Lake City authorized the City to issue and sell general obligation bonds in an amount not to exceed \$125 million for the purpose of financing the cost of providing a public safety administration and operations building, an emergency operations center, and related facilities.

On Tuesday, April 13, 2010, the City Council will consider adopting a bond resolution authorizing the issuance and confirming the sale of a portion of the authorized amount for this Project. A Pricing Summary showing the details of the sale as well as a schedule showing the estimated impact from the required tax levy on residential and commercial property owners will be provided on the day of the Council Meeting, April 13, 2010. The Bonds will be sold using the negotiated method of sale with George K. Baum and Company as the lead underwriter and Zions First National Bank as the co-managing underwriter in the marketing of our bonds.

Attachments

cc: Gina Chamness, Boyd Ferguson, Sam Guevara, Gordon Hoskins, Susi Kontgis, Marina Scott

RECEIVED

MAR 25 2010

Salt Lake City Mayor

H:\Treas\Bans\Docs\Council Cover Letters\G.O. Series 2010A (Public Safety) Bond Reso.doc

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SCANNED TO: *Mayor*
SCANNED BY: *Pauline*
DATE: *3-25-2010*

SALT LAKE CITY, UTAH

Resolution No. __ of 2010

Authorizing the Issuance and Sale of

\$_____
General Obligation Bonds, Series 2010A

Adopted _____, 2010

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RESOLUTION NO. ____ OF 2010

A RESOLUTION CONFIRMING THE SALE AND AUTHORIZING THE ISSUANCE OF \$_____ GENERAL OBLIGATION BONDS, SERIES 2010A OF SALT LAKE CITY, UTAH; FIXING THE INTEREST RATES TO BE BORNE THEREBY; PROVIDING FOR THE LEVY OF TAXES TO PAY PRINCIPAL OF AND INTEREST ON THE BONDS; PROVIDING FOR THE USE OF THE PROCEEDS THEREOF; MAKING CERTAIN FINDINGS AND COVENANTS IN CONNECTION THEREWITH; PROVIDING FOR A SYSTEM OF REGISTRATION THEREFOR; RATIFYING ACTIONS HERETOFORE TAKEN; MAKING CERTAIN REPRESENTATIONS AND COVENANTS CONCERNING MAINTENANCE OF THE TAX-EXEMPT STATUS OF INTEREST THEREON UNDER THE FEDERAL INCOME TAX LAWS; AUTHORIZING THE CIRCULATION OF AN OFFICIAL STATEMENT; APPROVING THE FORM AND AUTHORIZING THE EXECUTION OF A CONTINUING DISCLOSURE AGREEMENT AND PROVIDING FOR RELATED MATTERS.

*** *** ***

WHEREAS, at the special bond election duly and lawfully called and held in Salt Lake City, Utah (the "*Issuer*"), on November 3, 2009 (the "*Bond Election*"), the issuance of \$125,000,000 principal amount of general obligation bonds was authorized for the purpose of, among other things, providing a public safety administration and operations building, an emergency operations center and related facilities (the "*Project*");

WHEREAS, the Issuer has not heretofore issued any of the bonds voted at the Bond Election;

WHEREAS, the Issuer has determined to authorize the issuance and sale at this time of \$_____ principal amount of the bonds voted at the Bond Election to finance the Project;

WHEREAS, in order for the Issuer to obtain the lowest true interest cost on the Bonds, the Underwriter is paying to the Issuer original issue premium on certain maturities of the Bonds; and

WHEREAS, in the opinion of the Issuer, it is to the best interests of the Issuer that (a) the offer of the Underwriter for the purchase of the Bonds be accepted and sale of the Bonds to the Underwriter be ratified and confirmed, (b) the Mayor and the City Recorder be authorized to execute, countersign and attest, as applicable the Purchase Contract between the Underwriter and the Issuer, and (c) the Mayor be authorized to execute the Final Official Statement with respect to the Bonds;

NOW, THEREFORE, Be It Resolved by the City Council of Salt Lake City, Utah, as follows:

ARTICLE I

DEFINITIONS

Section 101. Definitions. As used in this Bond Resolution (including the preambles hereto), unless the context shall otherwise require, the following terms shall have the following meanings:

“*Act*” means, collectively, the Local Government Bonding Act, Chapter 14 of Title 11 of the Utah Code, the Registered Public Obligations Act, Chapter 7 of Title 15 of the Utah Code, and the applicable provisions of Title 10 of the Utah Code.

“*Bond Account*” means the Bond Account established in Section 213 hereof.

“*Bond Counsel*” means Chapman and Cutler LLP or another attorney or a firm of attorneys of nationally recognized standing in matters pertaining to the tax-exempt status of interest on obligations issued by states and their political subdivisions, duly admitted to the practice of law before the highest court of any state of the United States.

“*Bond Election*” means the special bond election duly and lawfully called and held in the Issuer on November 3, 2009, at which the issuance and sale by the Issuer of \$125,000,000 of the Bonds was authorized for the purpose of, among other things, providing for the Project, the results of which election were declared by the City Council of the Issuer, sitting as a Board of Canvassers, on November 17, 2009.

“*Bond Registrar*” means each Person appointed by the Issuer as bond registrar and agent for the transfer, exchange and authentication of the Bonds. Pursuant to Section 206 hereof, the initial Bond Registrar is U.S. Bank National Association, of Salt Lake City, Utah.

“*Bond Resolution*” means, collectively, this Resolution of the Issuer adopted on _____, 2010, and that certain resolution of the Issuer adopted on March 2, 2010, both authorizing the issuance and sale of the Bonds.

“*Bondowner*” or “*owner*” means the registered owner of any Bond as shown in the registration books of the Issuer kept by the Bond Registrar for such purpose.

“*Bonds*” means the Issuer’s \$_____ General Obligation Bonds, Series 2010A authorized by the Bond Resolution, consisting of the Tax-Exempt Bonds and the Taxable Bonds.

“*Cede*” means Cede & Co., the nominee of DTC, and any successor nominee of DTC with respect to the Bonds pursuant to Section 401 hereof.

“*City Recorder*” means the duly qualified and acting City Recorder of the Issuer, or in the absence or disability of such person, such other official as shall be duly authorized to act in the City Recorder’s stead.

“*City Treasurer*” means the City Treasurer of the Issuer or, in the absence or disability of such person, such other official as shall be duly authorized to act in the City Treasurer’s stead.

“*Closing Date*” means the date of the initial issuance of the Bonds.

“*Code*” means the Internal Revenue Code of 1986, as amended.

“*Comparable Treasury Issue*” means, with respect to any redemption date for a particular Taxable Bond, the United States Treasury security or securities selected by the Designated Investment Banker which has an actual or interpolated maturity comparable to the remaining average life of the Taxable Bond 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 the Taxable Bonds to be redeemed.

“*Continuing Disclosure Agreement*” means the Continuing Disclosure Agreement of the Issuer, in substantially the form attached hereto as *Exhibit 1*, dated the Closing Date, for the purpose of providing continuing disclosure information under Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as may be amended from time to time.

“*Comparable Treasury Price*” means, with respect to any redemption date for a particular Taxable Bond, (a) if the Designated Investment Banker receives at least four Reference Treasury Dealer Quotations, the average of such quotations for such redemption date, after excluding the highest and lowest Reference Treasury Dealer Quotations, or (b) if the Designated Investment Banker obtains fewer than four Reference Treasury Dealer Quotations, the average of all such quotations.

“*Depository Account*” means the Depository Account established in Section 213 hereof.

“*Designated Investment Banker*” means one of the Reference Treasury Dealers appointed by the Issuer.

“*Direct Payments*” means interest subsidy payments from the United States Treasury to or for the account of the Issuer with respect to the Taxable Bonds pursuant to Section 6431 of the Code.

“*DTC*” means The Depository Trust Company, New York, New York, and its successors and assigns.

“*Exchange Bond*” means any Exchange Bond as defined in Section 209 hereof.

“*Extraordinary Event*” means a material adverse change to Section 54AA or 6431 of the Code (as such Sections were added by Section 1531 of the American Recovery and Reinvestment Act of 2009, pertaining to “Build America Bonds”) pursuant to which the Direct Payments are reduced or eliminated.

“*Final Official Statement*” means the final Official Statement with respect to the Bonds, in substantially the form attached hereto as *Exhibit 2*.

“*Fitch*” means Fitch, Inc. (also known as Fitch Ratings), a corporation organized and existing under the laws of the State of Delaware, its successors and their assigns, and, if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, “Fitch” shall be deemed to refer to any other nationally recognized securities rating agency designated by the Issuer to the Paying Agent.

“*Issuer*” means Salt Lake City, Utah.

“*Letter of Representations*” means the Blanket Issuer Letter of Representations from the Issuer to DTC, dated May 30, 1995.

“*Mayor*” means the duly qualified and acting Mayor of the Issuer or in the absence or disability of such person, the duly qualified and acting Deputy Mayor of the Issuer.

“*Moody’s*” means Moody’s Investors Service, Inc., a corporation organized and existing under the laws of the State of Delaware, its successors and their assigns, and, if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, “Moody’s” shall be deemed to refer to any other nationally recognized securities rating agency designated by the Issuer to the Paying Agent.

“*Participants*” means those broker dealers, banks and other financial institutions from time to time for which DTC holds Bonds as securities depository.

“*Paying Agent*” means each Person appointed by the Issuer as paying agent with respect to the Bonds. Pursuant to Section 206 hereof, the initial Paying Agent is _____, of _____, _____.

“*Person*” means natural persons, firms, partnerships, associations, corporations, trusts, public bodies and other entities.

“*Preliminary Official Statement*” means the Preliminary Official Statement with respect to the Bonds, dated _____, 2010.

“*Purchase Contract*” means the Purchase Contract, dated _____, 2010, between the Issuer and the Underwriter pursuant to which the Bonds are to be sold by the Issuer to the Underwriter, in substantially the form attached hereto as *Exhibit 3*.

“*Project*” means providing a public safety administration and operations building, an emergency operations center and related facilities.

“*Project Account*” means the Project Account established in Section 213 hereof.

“*Qualified Build America Bonds*” means qualified build America bonds within the meaning of Section 54AA(g) of the Code.

“*Rating Agencies*” means Moody’s, if the Bonds are then rated by Moody’s, and Fitch, if the Bonds are then rated by Fitch, and S&P, if the Bonds are then rated by S&P.

“*Record Date*” means (a) in the case of each interest payment date, the day that is fifteen (15) days preceding such interest payment date, or if such day is not a business day for the Bond Registrar, the next preceding day that is a business day for the Bond Registrar, and (b) in the case of each redemption, such record date as shall be specified by the Bond Registrar in the notice of redemption required by Section 207 hereof, *provided* that such record date shall be not less than fifteen (15) calendar days before the mailing of such notice of redemption.

“*Reference Treasury Dealer*” means each of the four firms, specified by the Issuer from time to time, that are primary United States Government securities dealers in the City of New York (each a “*Primary Treasury Dealer*”); *provided, however*, that if any of them ceases to be a Primary Treasury Dealer, the Issuer will substitute another Primary Treasury Dealer.

“*Reference Treasury Dealer Quotations*” means, with respect to each Reference Treasury Dealer and any redemption date for a particular Taxable Bond, the average, as determined by the Designated Investment Banker, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Designated Investment Banker by such Reference Treasury Dealer at 3:30 P.M., New York City time, on the third Business Day preceding such redemption date.

“*Regulations*” means United States Treasury Regulations dealing with the tax-exempt bond provisions of the Code.

“*S&P*” means Standard & Poor’s Ratings Services, a division of The McGraw-Hill Companies, Inc., its successors and their assigns, and, if such entity shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, “*S&P*” shall be deemed to refer to any other nationally recognized securities rating agency designated by the Issuer.

“*Taxable Bonds*” means the Bonds that mature on and after June 15, 20__, which have been designated as Qualified Build America Bonds by the Issuer.

“*Tax Certificate*” means any agreement or certificate of the Issuer that the Issuer may execute in order to establish and maintain the excludability of interest on the Bonds from gross income of the owners thereof for federal income tax purposes.

“*Tax-Exempt Bonds*” means the Bonds maturing June 15, 20__ through June 15, 20__.

“*Treasury Rate*,” means with respect to any redemption date for a particular Taxable Bond, the rate per annum, expressed as a percentage of the principal amount, equal to the semiannual equivalent yield to maturity or interpolated maturity of the Comparable Treasury

Issue, assuming that the Comparable Treasury Issue is purchased on the redemption date for a price equal to the Comparable Treasury Price, as calculated by the Designated Investment Banker.

“*Underwriter*” means, collectively, George K. Baum & Company, Salt Lake City, Utah, and Zions First National Bank, Salt Lake City, Utah.

“*United States*” means the government of the United States of America.

“*Utah Code*” means Utah Code Annotated 1953, as amended.

Section 102. Rules of Construction. Unless the context otherwise requires:

(a) references to Articles and Sections are to the Articles and Sections of this Bond Resolution;

(b) the singular form of any word, including the terms defined in Section 101, includes the plural, and vice versa, and a word of any gender includes all genders; and

(c) the terms “*hereby*,” “*hereof*,” “*hereto*,” “*herein*,” “*hereunder*” and any similar terms as used in this Bond Resolution refer to this Bond Resolution.

Section 103. Authority for Bond Resolution. This Bond Resolution is adopted pursuant to the provisions of the Act.

ARTICLE II

AUTHORIZATION, TERMS AND ISSUANCE OF BONDS

Section 201. Authorization of Bonds, Principal Amount, Designation and Series. (a) In accordance with and subject to the terms, conditions and limitations established by the Act and in the Bond Resolution, a series of General Obligation Bonds of the Issuer is hereby authorized to be issued in the aggregate principal amount of _____ Dollars (\$_____). Such series of bonds shall be designated “*General Obligation Bonds, Series 2010A.*”

(b) The Issuer hereby elects to treat the Taxable Bonds as Qualified Build America Bonds. The Issuer hereby authorizes and directs the City Treasurer to take all actions necessary to apply for and accept Direct Payments from the United States Treasury under Sections 54AA(g) and 6431 of the Code.

Section 202. Purpose. The Bonds are hereby authorized to be issued under authority of the Act for the purpose of financing the Project and paying the costs related to the issuance and sale of the Bonds.

Section 203. Issue Date. The Bonds shall be dated as of the date of issuance and delivery thereof.

Section 204. Bond Details. The Bonds shall mature on June 15 of the years and in the principal amounts, and shall bear interest (calculated on the basis of a year of 360 days consisting of twelve 30-day months) from the date of original issuance and delivery thereof, payable semiannually on June 15 and December 15 of each year, commencing December 15, 2010, and at the rates per annum, as shown below:

DECEMBER 15 OF THE YEAR	AMOUNT MATURING	INTEREST RATE PER ANNUM
	\$	%

Each Bond shall bear interest from the interest payment date next preceding the date of registration and authentication thereof unless (i) it is registered and authenticated as of an interest payment date, in which event it shall bear interest from the date thereof, or (ii) it is registered and authenticated prior to the first interest payment date, in which event it shall bear interest from its date, or (iii) as shown by the records of the Bond Registrar, interest on the Bonds shall be in default, in which event it shall bear interest from the date to which interest has been paid in full. The Bond Registrar shall insert the date of registration and authentication of each Bond in the place provided for such purpose in the form of Bond Registrar's certificate of authentication on each Bond. The Bonds shall bear interest on overdue principal at the aforesaid respective rates.

Section 205. Denominations and Numbers. The Bonds shall be issued as fully-registered bonds, without coupons, in the denomination of \$5,000 or any whole multiple thereof, not exceeding the amount of each maturity. The Bonds shall be numbered with the letter prefix "R-" and from one (1) consecutively upwards in order of issuance.

Section 206. Paying Agent and Bond Registrar. U.S. Bank National Association, of Salt Lake City, Utah, is hereby appointed the initial Paying Agent and Bond Registrar for the Bonds. The Issuer may remove any Paying Agent and any Bond Registrar, and any successor thereto, and appoint a successor or successors thereto. Each Paying Agent and Bond Registrar shall signify its acceptance of the duties and obligations imposed upon it by the Bond Resolution by executing and delivering to the Issuer a written acceptance thereof. The principal of and premium, if any, and interest on the Bonds shall be payable in any coin or currency of the United States of America that, at the respective dates of payment thereof, is legal tender for the payment of public and private debts. The principal of and premium, if any, on the Bonds shall be payable when due to the owner of each Bond upon presentation and surrender thereof at the principal corporate trust office of the Paying Agent. Payment of interest on each Bond shall be made to the Person that, as of the Record Date, is the owner of the Bond and shall be made by check or draft mailed to the Person that, as of the Record Date, is the owner of the Bond, at the address of such owner as it appears on the registration books of the Issuer kept by the Bond Registrar, or at such other address as is furnished to the Bond Registrar in writing by such owner on or prior to the Record Date.

[*Section 207. Optional Redemption and Redemption Price; Notice of Redemption.* (a) The Tax-Exempt Bonds are not subject to call and redemption prior to maturity.

(b) The Taxable Bonds maturing on or after _____, 20__, are subject to redemption prior to maturity, at the election of the Issuer, on _____, 20__, and on any date thereafter, in whole or in part, from such maturities or parts thereof as shall be selected by the Issuer, upon notice given as provided below, at a redemption price equal to one hundred percent (100%) of the principal amount of the Bonds to be redeemed plus accrued interest thereon to the date fixed for redemption.

(c) Prior to _____ 15, 20__, the Taxable Bonds are subject to redemption prior to their maturity at the option of the Issuer, in whole or in part, upon the occurrence of an Extraordinary Event, at a redemption price equal to the greater of (i) 100% of the principal amount of the Taxable Bonds to be redeemed; or (ii) the sum of the present value of the remaining scheduled payments of principal and interest on the Taxable Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date on which the Taxable Bonds are to be redeemed, discounted to the date on which the Taxable Bonds are to be redeemed on a semi-annual basis, assuming a 360-day year consisting of 12, 30-day months, at the Treasury Rate, plus ___ basis points; *plus*, in each case, accrued interest on the Taxable Bonds to be redeemed to the redemption date.

At the request of the Paying Agent, the redemption price of the Taxable Bonds to be redeemed at the option of the Issuer will be determined by an independent accounting firm, investment banking firm or financial advisor retained by the Issuer at the Issuer's expense to calculate such redemption price. The Paying Agent and the Issuer may conclusively rely on the determination of such redemption price by such independent accounting firm, investment banking firm or financial advisor and will not be liable for such reliance.

(d) If less than all of the Bonds of any maturity are to be redeemed, the particular Bonds or portion of Bonds of such maturity to be redeemed shall be selected at random by the Bond Registrar in such manner as the Bond Registrar in its discretion may deem fair and appropriate. The portion of any registered Bond of a denomination of more than \$5,000 to be redeemed will be in the principal amount of \$5,000 or a whole multiple thereof, and in selecting portions of such Bonds for redemption, the Bond Registrar will treat each such Bond as representing that number of Bonds of \$5,000 denomination that is obtained by dividing the principal amount of such Bond by \$5,000.

(e) Notice of redemption shall be given by the Bond Registrar by registered or certified mail, not less than thirty (30) nor more than forty-five (45) days prior to the redemption date, to the owner, as of the Record Date, of each Bond that is subject to redemption, at the address of such owner as it appears in the registration books of the Issuer kept by the Bond Registrar, or at such other address as is furnished to the Bond Registrar in writing by such owner on or prior to the Record Date. Each notice of redemption shall state the Record Date, the principal amount, the redemption date, the place of redemption, the redemption price and, if less than all of the Bonds are to be redeemed, the distinctive numbers of the Bonds or portions of Bonds to be redeemed, and shall also state that the interest on the Bonds in such notice designated for redemption shall cease to accrue from and after such redemption date and that on the redemption date there will become due and payable on each of the Bonds to be redeemed the principal thereof and interest accrued thereon to the redemption date. Each notice of optional redemption may further state that such redemption shall be conditional upon the receipt by the Paying Agent, on or prior to the date fixed for such redemption, of moneys sufficient to pay the principal of and premium, if any, 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 Issuer shall not be required to redeem such Bonds. In the event that such notice of redemption contains such a condition and such moneys are not so received, the redemption shall not be made and the Bond Registrar 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. Any notice mailed as provided in this Section shall be conclusively presumed to have been duly given, whether or not the owner receives such notice. Failure to give such notice or any defect therein with respect to any Bond shall not affect the validity of the proceedings for redemption with respect to any other Bond.

(f) In addition to the foregoing notice under subsection (e) above, further notice of such redemption shall be given by the Bond Registrar as set out below, but no defect in such further notice nor any failure to give all or any portion of such further notice shall in any manner affect the validity of a call for redemption if notice thereof is given as prescribed above.

(i) Each further notice of redemption given hereunder shall contain the information required above for an official notice of redemption plus (A) the CUSIP numbers of all Bonds being redeemed; (B) the date of issue of the Bonds as originally issued; (C) the rate of interest borne by each Bond being redeemed; (D) the maturity date of each Bond being redeemed; and (E) any other descriptive information needed to identify accurately the Bonds being redeemed.

(ii) Each further notice of redemption shall be sent at least thirty-five (35) days before the redemption date to DTC in accordance with the operating procedures then in effect for DTC, and to all other registered securities depositories then in the business of holding substantial amounts of obligations of types comprising the Bonds designated to the Bond Registrar by the Issuer, to the Rating Agencies and to any other nationally recognized information services as designated by the Issuer to the Bond Registrar.

(g) If notice of redemption shall have been given as described above and the condition described in Section 207(e) hereof, if any, shall have been met, the Bonds or portions thereof specified in said notice shall become due and payable at the applicable redemption price on the redemption date therein designated, and if, on the redemption date, moneys for the payment of the redemption price of all the bonds to be redeemed, together with interest to the redemption date, shall be available for such payment on said date, then from and after the redemption date interest on such bonds shall cease to accrue and become payable.

(h) Upon the payment of the redemption price of Bonds being redeemed, each check or other transfer of funds issued for such purpose shall bear the CUSIP number or numbers identifying, by issue and maturity, the Bonds being redeemed with the proceeds of such check or other transfer.

(i) The Bond Registrar shall also give any notice of the “defeasance” or redemption of the Bonds that may be required by the Continuing Disclosure Agreement provided that the Issuer shall provide to the Bond Registrar any documents or other information that the Bond Registrar requests to provide such notice.]

Section 208. Sale of Bonds. (a) The Bonds are hereby sold to the Underwriter at an aggregate price of \$_____ (representing the par amount of the Bonds, plus \$_____ original issue premium and less \$_____ Underwriter’s discount), on the terms and conditions set forth in the Purchase Contract and upon the basis of the representations therein set forth. The Purchase Contract, in substantially the form attached hereto as *Exhibit 3* and containing substantially the terms and provisions set forth therein, is hereby authorized and approved. To evidence the acceptance of the Purchase Contract, the President is hereby authorized and directed to execute and deliver, and the Business Administrator to attest, countersign and seal the Purchase Contract, in substantially the form attached hereto as *Exhibit 3*, with such insertions, deletions, changes, omissions and variations as the President may deem appropriate (such approval of the President of any such changes shall be conclusively established by the execution of the Purchase Contract).

(b) The Bonds shall be delivered to the Underwriter and the proceeds of sale thereof applied as provided in Section 210 hereof.

Section 209. Execution of Bonds. The Bonds shall be executed on behalf of the Issuer by the Mayor and attested and countersigned by the City Recorder (the signatures of the Mayor and City Recorder being either manual or by facsimile) and the official seal of the Issuer or a facsimile thereof shall be impressed or printed thereon. The use of such manual or facsimile

signatures of the Mayor and the City Recorder and such facsimile or impression of the official seal of the Issuer on the Bonds are hereby authorized, approved and adopted by the Issuer as the authorized and authentic execution, attestation, countersignature and sealing of the Bonds by said officials on behalf of the Issuer. The Bonds shall then be delivered to the Bond Registrar for manual authentication by it. Only such of the Bonds as shall bear thereon a certificate of authentication, manually executed by the Bond Registrar, shall be valid or obligatory for any purpose or entitled to the benefits of the Bond Resolution, and such certificate of the Bond Registrar shall be conclusive evidence that the Bonds so authenticated have been duly authenticated and delivered under, and are entitled to the benefits of, this Bond Resolution and that the owner thereof is entitled to the benefits of this Bond Resolution. The certificate of authentication of the Bond Registrar on any Bond shall be deemed to have been executed by it if (i) such Bond is signed by an authorized officer of the Bond Registrar, but it shall not be necessary that the same officer sign the certificate of authentication on all of the Bonds issued hereunder or that all of the Bonds hereunder be authenticated by the same Bond Registrar, and (ii) the date of registration and authentication of the Bond is inserted in the place provided therefor on the certificate of authentication.

The Mayor and the City Recorder are authorized to execute, countersign, attest and seal from time to time, in the manner described above, Bonds (the "*Exchange Bonds*") to be issued and delivered for the purpose of effecting transfers and exchanges of Bonds pursuant to Article III hereof. At the time of the execution, countersigning, attestation and sealing of the Exchange Bonds by the Issuer, the payee, principal amount, maturity and interest rate may be in blank. Upon any transfer or exchange of Bonds pursuant to Article III hereof, the Bond Registrar shall cause to be inserted in appropriate Exchange Bonds the appropriate payee, principal amount, maturity and interest rate. The Bond Registrar is hereby authorized and directed to hold the Exchange Bonds and to complete, authenticate and deliver the Exchange Bonds for the purpose of effecting transfers and exchanges of Bonds; *provided* that any Exchange Bonds authenticated and delivered by the Bond Registrar shall bear the same series, maturity and interest rate as Bonds delivered to the Bond Registrar for exchange or transfer and shall bear the name of such payee as the Bondowner requesting an exchange or transfer shall designate; and *provided further* that upon the delivery of any Exchange Bonds by the Bond Registrar a like principal amount of Bonds submitted for transfer or exchange, and of like series and having like maturity dates and interest rates, shall be cancelled. The execution, countersignature, attestation and sealing by the Issuer and delivery to the Bond Registrar of any Exchange Bond shall constitute full and due authorization of such Bond containing such payee, principal amount, maturity and interest rate as the Bond Registrar shall cause to be inserted, and the Bond Registrar shall thereby be authorized to authenticate and deliver such Exchange Bond in accordance with the provisions hereof.

In case any officer whose signature or a facsimile of whose signature shall appear on any Bond (including any Exchange Bond) shall cease to be such officer before the issuance or delivery of such Bond, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until such issuance or delivery, respectively.

Section 210. Delivery of the Bonds; Application of Proceeds. The Bonds shall be delivered to the Underwriter at such time and place as set forth in, and subject to, the provisions of the Purchase Contract. The City Treasurer is hereby authorized and instructed to make delivery of the Bonds to the Underwriter and to receive payment therefor in accordance with the terms of the Purchase Contract and to set aside \$_____ of the proceeds of sale of the Bonds for deposit into the Project Account, to be used for the purposes for which the Bonds are issued as set forth in Section 202 hereof. The City Treasurer is authorized to cause to be transferred to the Paying Agent a portion of the proceeds of the Bonds to pay any costs of issuance of the Bonds authorized by the City Treasurer.

Section 211. Continuing Disclosure Agreement. The Mayor is hereby authorized, empowered and directed to execute and deliver, and the City Recorder to seal, countersign, and attest, the Continuing Disclosure Agreement in substantially the same form as now before the City Council of the Issuer and attached hereto as *Exhibit 1* or with such changes therein as the Mayor shall approve, his execution thereof to constitute conclusive evidence of his approval of such changes. When the Continuing Disclosure Agreement is executed and delivered on behalf of the Issuer as herein provided, the Continuing Disclosure Agreement will be binding on the Issuer and the officers, employees and agents of the Issuer, and the officers, employees and agents of the Issuer are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Continuing Disclosure Agreement as executed. Notwithstanding any other provision of this Bond Resolution, the sole remedies for failure to comply with the Continuing Disclosure Agreement shall be the ability of the beneficial owner of any Bond to seek mandamus or specific performance by court order, to cause the Issuer to comply with its obligations under the Continuing Disclosure Agreement.

Section 212. Further Authority. The Mayor and the City Recorder and other officers of the Issuer are, and each of them is, hereby authorized to do or perform all such acts and to execute all such certificates, documents and other instruments as may be necessary or advisable to provide for the issuance, sale, registration and delivery of the Bonds and to fulfill the obligations of the Issuer hereunder and thereunder.

Section 213. Establishment of Accounts. (a) The following accounts on the accounting records of the Issuer are hereby created, which are to be held as follows:

- (i) Bond Account, to be held by the Paying Agent;
- (ii) Depository Account, to be held by the Paying Agent; and
- (iii) Project Account, to be held by the Issuer.

(b) Pending application for the purposes contemplated hereby, moneys on deposit in the Bond Account, the Depository Account and Project Accounts shall be invested as permitted by law in investments approved by the City Treasurer or other authorized officer of the Issuer. Following the earlier of _____, 20__, or the date upon which all of the costs of issuance of the Bonds have been paid, any moneys remaining from the sale proceeds of the Bonds held by

the Paying Agent at the direction of the City Treasurer pursuant to Section 210 hereof to pay the costs of issuance of behalf of the Issuer shall be transmitted to the Issuer for deposit into the Project Account.

ARTICLE III

TRANSFER AND EXCHANGE OF BONDS; BOND REGISTRAR

Section 301. Transfer of Bonds. (a) Any Bond may, in accordance with its terms, be transferred, upon the registration books kept by the Bond Registrar pursuant to Section 303 hereof, by the Person in whose name it is registered, in person or by such owner's duly authorized attorney, upon surrender of such Bond for cancellation, accompanied by delivery of a duly executed written instrument of transfer in a form approved by the Bond Registrar. No transfer shall be effective until entered on the registration books kept by the Bond Registrar. The Issuer, the Bond Registrar and the Paying Agent may treat and consider the Person in whose name each Bond is registered in the registration books kept by the Bond Registrar as the holder and absolute owner thereof for the purpose of receiving payment of, or on account of, the principal or redemption price thereof and interest due thereon and for all other purposes whatsoever.

(b) Whenever any Bond or Bonds shall be surrendered for transfer, the Bond Registrar shall authenticate and deliver a new fully-registered Bond or Bonds (which may be an Exchange Bond or Bonds pursuant to Section 209 hereof) of the same series, designation, maturity and interest rate and of authorized denominations duly executed by the Issuer, for a like aggregate principal amount. The Bond Registrar shall require the payment by the Bondowner requesting such transfer of any tax or other governmental charge required to be paid with respect to such transfer. With respect to each Bond, no such transfer shall be required to be made (i) after the Record Date with respect to any interest payment date to and including such interest payment date, or (ii) after the Record Date with respect to any redemption of such Bond.

(c) The Bond Registrar shall not be required to register the transfer of or exchange any Bond selected for redemption, in whole or in part, except the unredeemed portion of Bonds being redeemed in part. Upon surrender of any Bond redeemed in part only, the Issuer shall execute, and the Bond Registrar shall authenticate and deliver to the Bondowner at the expense of the Issuer, a new Bond or Bonds (which may be an Exchange Bond or Bonds pursuant to Section 209 hereof) of the same series, designation, maturity and interest rate and of authorized denominations equal in aggregate principal amount to the unredeemed portion of the Bond surrendered.

Section 302. Exchange of Bonds. Bonds may be exchanged at the principal corporate trust office of the Bond Registrar for a like aggregate principal amount of fully-registered Bonds (which may be an Exchange Bond or Bonds pursuant to Section 209 hereof) of the same series, designation, maturity and interest rate of other authorized denominations. The Bond Registrar shall require the payment by the Bondowner requesting such exchange of any tax or other governmental charge required to be paid with respect to such exchange. With respect to each Bond, no such exchange shall be required to be made (a) after the Record Date with respect to

any interest payment date to and including such interest payment date, or (b) after the Record Date with respect to any redemption of such Bond.

Section 303. Bond Registration Books. This Bond Resolution shall constitute a system of registration within the meaning and for all purposes of the Registered Public Obligations Act, Chapter 7 of Title 15 of the Utah Code. The Bond Registrar shall keep or cause to be kept, at its principal corporate trust office, sufficient books for the registration and transfer of the Bonds, which shall at all times be open to inspection by the Issuer; and, upon presentation for such purpose, the Bond Registrar shall, under such reasonable regulations as it may prescribe, register or transfer, or cause Bonds to be registered or transferred on those books as herein provided.

Section 304. List of Bondowners. The Bond Registrar shall maintain a list of the names and addresses of the owners of all Bonds and upon any transfer shall add the name and address of the new Bondowner and eliminate the name and address of the transferor Bondowner.

Section 305. Duties of Bond Registrar. If requested by the Bond Registrar, the Mayor and the City Recorder are authorized to execute the Bond Registrar's standard form of agreement between the Issuer and the Bond Registrar with respect to the compensation, obligations and duties of the Bond Registrar hereunder, which may include the following:

- (a) to act as bond registrar, authenticating agent, paying agent and transfer agent as provided herein;
- (b) to maintain a list of Bondowners as set forth herein and to furnish such list to the Issuer upon request, but otherwise to keep such list confidential;
- (c) to give notice of redemption of Bonds as provided herein;
- (d) to cancel and/or destroy Bonds that have been paid at maturity or upon earlier redemption or submitted for exchange or transfer;
- (e) to furnish to the Issuer at least annually a certificate with respect to Bonds cancelled and/or destroyed;
- (f) to furnish upon request to the Issuer at least annually an audit confirmation of Bonds paid, Bonds outstanding and payments made with respect to interest on the Bonds; and
- (g) to comply with all applicable provisions of DTC's operational arrangements, as provided in Section 402 hereof.

ARTICLE IV

BOOK-ENTRY SYSTEM; LIMITED OBLIGATION OF ISSUER; LETTER OF REPRESENTATIONS

Section 401. Book-Entry System; Limited Obligation of Issuer. (a) The Bonds shall be initially issued in the form of a separate, single, certificated, fully-registered Bond for each of the maturities set forth in Section 204 hereof. Upon initial issuance, the ownership of each such Bond shall be registered in the registration books kept by the Bond Registrar in the name of Cede, as nominee of DTC. Except as provided in Section 403 hereof, all of the outstanding Bonds shall be registered in the registration books kept by the Bond Registrar in the name of Cede, as nominee of DTC.

(b) With respect to Bonds registered in the registration books kept by the Bond Registrar in the name of Cede, as nominee of DTC, the Issuer, the Bond Registrar and the Paying Agent shall have no responsibility or obligation to any such Participant or to any Person on behalf of which such a Participant holds an interest in the Bonds. Without limiting the immediately preceding sentence, the Issuer, the Bond Registrar and the Paying Agent shall have no responsibility or obligation with respect to (i) the accuracy of the records of DTC, Cede or any Participant with respect to any ownership interest in the Bonds, (ii) the delivery to any Participant or any other Person, other than a Bondowner, as shown in the registration books kept by the Bond Registrar, of any notice with respect to the Bonds, including any notice of redemption, or (iii) the payment to any Participant or any other Person, other than a Bondowner, as shown in the registration books kept by the Bond Registrar, of any amount with respect to the principal of or premium, if any, or interest on the Bonds. The Issuer, the Bond Registrar and the Paying Agent may treat and consider the Person in whose name each Bond is registered in the registration books kept by the Bond Registrar as the holder and absolute owner of such Bond for the purpose of payment of principal, premium and interest with respect to such Bond and other matters with respect to such Bond, for the purpose of registering transfers with respect to such Bond, for the purpose of giving notices of redemption and for all other purposes whatsoever. The Paying Agent shall pay all principal of, and premium, if any, and interest on, the Bonds only to the respective Bondowners, as shown in the registration books kept by the Bond Registrar, or their respective attorneys duly authorized in writing, as provided in Section 206 hereof, and all such payments shall be valid and effective to fully satisfy and discharge the Issuer's obligations with respect to payment of principal of, and premium, if any, and interest on, the Bonds to the extent of the sum or sums so paid. No Person other than a Bondowner, as shown in the registration books kept by the Bond Registrar, shall receive a certificated Bond evidencing the obligation of the Issuer to make payments of principal, premium, if any, and interest pursuant to the Bond Resolution.

(c) Upon delivery by DTC to the Issuer of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede, and subject to the provisions herein with respect to Record Dates, the word "*Cede*" in this Bond Resolution shall refer to such new nominee of DTC; and upon receipt of such a notice the Issuer shall promptly deliver a copy of the same to the Bond Registrar and the Paying Agent.

Section 402. Letter of Representations. The Issuer's prior execution and delivery of the Letter of Representations shall not in any way limit the provisions of Section 401 hereof or in any other way impose upon the Issuer any obligation whatsoever with respect to Persons having interests in the Bonds other than the Bondowners, as shown on the registration books kept by the Bond Registrar. In the written acceptance of each Paying Agent and Bond Registrar referred to in Section 206 hereof, such Paying Agent and Bond Registrar, respectively, shall agree to take all action necessary for all of DTC's operational arrangements pertaining to the Paying Agent and Bond Registrar, respectively, to at all times be complied with.

Section 403. Transfers Outside Book-Entry System. At the option of the Issuer or upon receipt by the Issuer of written notice from DTC that DTC is unable or unwilling to discharge its responsibilities, and no substitute depository willing to undertake the functions of DTC hereunder can be found that is willing and able to undertake such functions upon reasonable and customary terms, the Bonds shall no longer be restricted to being registered in the registration books kept by the Bond Registrar in the name of Cede, as nominee of DTC, but may be registered in whatever name or names Bondowners transferring or exchanging Bonds shall designate, in accordance with the provisions of Article III hereof.

Section 404. Payments to Cede. Notwithstanding any other provision of this Bond Resolution to the contrary, so long as any Bond is registered in the name of Cede, as nominee of DTC, all payments with respect to principal of and premium, if any, and interest on such Bond and all notices with respect to such Bond shall be made and given, respectively, in the manner provided in the Letter of Representations.

ARTICLE V

COVENANTS AND UNDERTAKINGS

Section 501. Covenants of Issuer. All covenants, statements, representations and agreements contained in the Bonds and all recitals and representations in the Bond Resolution are hereby considered and understood, and it is hereby confirmed that all such covenants, statements, representations and agreements are the covenants, statements, representations and agreements of the Issuer.

Section 502. Levy of Taxes; Bond Account The Issuer covenants and agrees that to pay the interest falling due on the Bonds as the same becomes due and also to provide a sinking fund for the payment of the principal of the Bonds at maturity, a direct annual tax sufficient to pay the interest on the Bonds and to pay and retire the same shall be levied on all taxable property in the Issuer in addition to all other taxes. The taxes when collected shall be applied solely for the purpose of the payment of the interest on and principal of the Bonds and for no other purpose whatsoever until the indebtedness so contracted under the Bond Resolution, principal and interest, shall have been fully paid, satisfied and discharged. Nothing herein contained shall be so construed as to prevent the Issuer from applying any other funds that may be in the Issuer's treasury and available for that purpose to the payment of the interest on and principal of the indebtedness contracted under the Bond Resolution as the same become due and mature. The levy or levies herein provided for may thereupon be diminished to that extent. The sums herein

provided for to meet the interest on the Bonds and to discharge the principal thereof when due are hereby appropriated for that purpose, and the required amount for each year shall be included by the Issuer in its annual budget and its statement and estimate as certified to the County Council of Salt Lake County, Utah, in each year. Principal or interest falling due at any time when there shall not be available from the proceeds of the levies described in this Section money sufficient for the payment of such principal or interest shall, to the extent of such deficiency, be paid from other funds of the Issuer available for such purpose. Such other funds shall be reimbursed when the proceeds of the levies become available.

The taxes or other funds that are referenced in the foregoing paragraph and that are to be used to pay the principal of or interest on the Bonds shall be deposited into the Bond Account. On or prior to the date preceding each date on which monies are required to be on deposit with the Paying Agent sufficient for the payment of the principal of and interest on the Bonds, but in any event not later than the business day next preceding each such payment date, the Issuer shall transfer from the Bond Account to the Paying Agent for deposit into the Depository Account an amount sufficient to pay principal of and interest on the Bonds on such payment date. Moneys remaining on deposit in the Bond Account immediately after each such payment date, including any investment earnings thereon earned during the period of such deposit, shall be immediately withdrawn from the Bond Account by the Issuer and commingled with the general funds of the Issuer. Moneys remaining on deposit in the Depository Account immediately after each such payment date, including any investment earnings thereon earned during the period of such deposit, shall be immediately withdrawn from the Depository Account by the Paying Agent and paid to the Issuer and commingled with the general funds of the Issuer. The Bond Account and the Depository Account have been established primarily to achieve a proper matching of revenues and debt service on the Bonds. The Bond Account and the Depository Account shall be depleted at least once each year by the Issuer, except for a reasonable carryover amount not to exceed the greater of one year's earnings on the Bond Account or one-twelfth of the annual debt service on the Bonds.

Section 503. Arbitrage Covenant; Covenant to Maintain Tax-Exemption. (a) The Mayor, the City Recorder and other appropriate officials of the Issuer are hereby authorized and directed to execute such Tax Certificates as shall be necessary to establish that (i) the Tax-Exempt Bonds are not "arbitrage bonds" within the meaning of Section 148 of the Code and the Regulations, (ii) the Tax-Exempt Bonds are not and will not become "private activity bonds" within the meaning of Section 141 of the Code, (iii) all applicable requirements of Section 149 of the Code are and will be met, (iv) the covenants of the Issuer contained in this Section will be complied with and (v) interest on the Tax-Exempt Bonds is not and will not become includible in gross income of the owners thereof for federal income tax purposes under the Code and applicable Regulations.

(b) The Issuer covenants and certifies to and for the benefit of the owners from time to time of the Tax-Exempt Bonds that:

- (i) it will at all times comply with the provisions of any Tax Certificates;
- (ii) it will at all times comply with the rebate requirements contained in Section 148(f) of the Code and the Regulations, including, without limitation, the

entering into any necessary rebate calculation agreement to provide for the calculations of amounts required to be rebated to the United States, the keeping of records necessary to enable such calculations to be made, the creation of any rebate fund to provide for the payment of any required rebate and the timely payment to the United States of all amounts, including any applicable penalties and interest, required to be rebated, except to the extent that the Tax-Exempt Bonds are not subject to such arbitrage rebate requirements;

(iii) no use will be made of the proceeds of the issue and sale of the Tax-Exempt Bonds, or any funds or accounts of the Issuer that may be deemed to be proceeds of the Tax-Exempt Bonds, pursuant to Section 148 of the Code and applicable Regulations, which use, if it had been reasonably expected on the date of issuance of the Tax-Exempt Bonds, would have caused the Tax-Exempt Bonds to be classified as “arbitrage bonds” within the meaning of Section 148 of the Code;

(iv) it will not use or permit the use of any of its facilities or properties in such manner that such use would cause the Tax-Exempt Bonds to be “private activity bonds” described in Section 141 of the Code;

(v) no bonds or other evidences of indebtedness of the Issuer (other than the Bonds) have been or will be issued, sold or delivered within a period beginning fifteen (15) days prior to the sale of the Bonds and ending fifteen (15) days following the delivery of the Bonds, other than the Bonds;

(vi) it will not take any action that would cause interest on the Tax-Exempt Bonds to be or to become ineligible for the exclusion from gross income of the owners of the Tax-Exempt Bonds as provided in Section 103 of the Code, nor will it omit to take or cause to be taken in timely manner any action, which omission would cause interest on the Tax-Exempt Bonds to be or to become ineligible for the exclusion from gross income of the owners of the Tax-Exempt Bonds as provided in Section 103 of the Code;

(vii) it recognizes that Section 149(a) of the Code requires the Tax-Exempt Bonds to be issued and to remain in fully registered form in order that interest thereon is excludable from gross income of the owners thereof for federal income tax purposes under laws in force at the time the Tax-Exempt Bonds are initially delivered and the Issuer agrees that it will not take any action to permit the Tax-Exempt Bonds to be issued in, or converted into, bearer or coupon form without an opinion of Bond Counsel to the effect that such action will not adversely affect the excludability of interest on the Tax-Exempt Bonds from the gross income of the owners thereof for federal income tax purposes; and

(viii) it acknowledges that, in the event of an examination by the Internal Revenue Service of the exemption from Federal income taxation for interest paid on the Tax-Exempt Bonds, under present rules, the Issuer may be treated as the “taxpayer” in such examination and agrees that it will respond in a commercially reasonable manner to any inquiries from the Internal Revenue Service in connection with such an examination.

Pursuant to these covenants, the Issuer obligates itself to comply throughout the term of the issue of the Tax-Exempt Bonds with the requirements of Section 103 of the Code and the Regulations proposed or promulgated thereunder.

ARTICLE VI

FORM OF BONDS

Section 601. Form of Bonds. Each fully-registered Bond shall be, respectively, in substantially the following form, with such insertions or variations as to any redemption or amortization provisions and such other insertions or omissions, endorsements and variations as may be required (including, but not limited to, such changes as may be necessary if the Bonds at any time are no longer held in book-entry form as permitted by Section 403 hereof):

[The remainder of the page intentionally left blank.]

[FORM OF BOND]

Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the Issuer 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.

Registered

Registered

UNITED STATES OF AMERICA

STATE OF UTAH

COUNTY OF SALT LAKE

SALT LAKE CITY

GENERAL OBLIGATION BOND, SERIES 20__

Number R-____

\$_____

INTEREST RATE:

MATURITY DATE:

DATED DATE:

CUSIP:

_____%

_____, 20__

REGISTERED OWNER:

PRINCIPAL AMOUNT: ----- DOLLARS-----

KNOW ALL MEN BY THESE PRESENTS that Salt Lake City, Utah (the "Issuer"), a duly organized and existing municipal corporation and a political subdivision of the State of Utah, acknowledges itself indebted and for value received hereby promises to pay to the registered owner identified above, or registered assigns, on the maturity date identified above, upon presentation and surrender hereof, the principal amount identified above (the "Principal Amount"), and to pay the registered owner hereof interest on the balance of the Principal Amount from time to time remaining unpaid from the interest payment date next preceding the date of registration and authentication of this Bond, unless this Bond is registered and authenticated as of an interest payment date, in which event this Bond shall bear interest from such interest payment date, or unless this Bond is registered and authenticated prior to the first

interest payment date, in which event this Bond shall bear interest from the dated date identified above (the “*Dated Date*”), or unless, as shown by the records of the hereinafter referred to Bond Registrar, interest on the hereinafter referred to Bonds shall be in default, in which event this Bond shall bear interest from the date to which interest has been paid in full, at the interest rate per annum (calculated on the basis of a year of 360 days consisting of twelve 30-day months) identified above (the “*Interest Rate*”), payable semiannually on June 15 and December 15 in each year, commencing December 15, 2010, until payment in full of the Principal Amount, except as the provisions set forth in the hereinafter defined Bond Resolution with respect to redemption prior to maturity may become applicable hereto. This Bond shall bear interest on overdue principal at the Interest Rate. Principal of and premium, if any, on this Bond shall be payable upon presentation and surrender hereof at the principal corporate trust office of U.S. Bank National Association, of Salt Lake City, Utah, as Paying Agent for the Bonds, or at the principal corporate trust office of any successor who is at the time the Paying Agent of the Issuer, in any coin or currency of the United States of America that at the time of payment is legal tender for the payment of public and private debts; and payment of the interest hereon shall be made to the registered owner hereof and shall be paid by check or draft mailed to the person who is the registered owner of record on the Record Date.

This Bond is one of the General Obligation Bonds, Series 2010A of the Issuer (the “*Bonds*”), limited to the aggregate principal amount of _____ Dollars (\$_____), dated as of the Dated Date, issued under and by virtue of the Local Government Bonding Act, Chapter 14 of Title 11, Utah Code Annotated 1953, as amended (the “*Utah Code*”), the Registered Public Obligations Act, Chapter 7 of Title 15 of the Utah Code, and the applicable provisions of Title 10 of the Utah Code (collectively, the “*Act*”), and under and pursuant to resolutions of the Issuer adopted on February 9, 2010 and _____, 2010 (collectively, the “*Bond Resolution*”), after having been authorized at a special bond election held on November 3, 2009, in the Issuer by a vote of the qualified electors thereof, for the purpose of, among other things, providing a public safety administration and operations building, an emergency operations center and related facilities and paying the costs related to the issuance and sale of the Bonds.

U.S. Bank National Association, of Salt Lake City, Utah, is the initial bond registrar and paying agent of the Issuer with respect to the Bonds. This bond registrar and paying agent, together with any successor bond registrar or paying agent, are referred to herein, respectively, as the “*Bond Registrar*” and the “*Paying Agent*.”

The Issuer covenants and is by law required to levy annually a sufficient tax to pay interest on this Bond as it falls due and also to constitute a sinking fund for the payment of the principal hereof as the same falls due.

This Bond is transferable, as provided in the Bond Resolution, only upon the books of the Issuer kept for that purpose at the principal corporate trust office of the Bond Registrar, by the registered owner hereof in person or by such owner’s attorney duly authorized in writing. Such transfer shall be made upon surrender of this Bond, together with a written instrument of transfer satisfactory to the Bond Registrar, duly executed by the registered owner or such duly authorized attorney and upon the payment of the charges prescribed in the Bond Resolution, and thereupon

the Issuer shall issue in the name of the transferee a new registered Bond or Bonds of authorized denominations of the same aggregate principal amount, series, designation, maturity and interest rate as the surrendered Bond, all as provided in the Bond Resolution. No transfer of this Bond shall be effective until entered on the registration books kept by the Bond Registrar. The Issuer, the Bond Registrar and the Paying Agent may treat and consider the person in whose name this Bond is registered on the registration books kept by the Bond Registrar as the holder and absolute owner hereof for the purpose of receiving payment of, or on account of, the principal or redemption price hereof and interest due hereon and for all other purposes whatsoever, and neither the Issuer, the Bond Registrar nor the Paying Agent shall be affected by any notice to the contrary.

The Bonds are issuable solely in the form of registered Bonds in the denomination of \$5,000 or any whole multiple thereof.

[The Bonds are subject to redemption as described in the Bond Resolution.]

Except as otherwise provided herein and unless the context clearly indicates otherwise, words and phrases used herein shall have the same meanings as such words and phrases in the Bond Resolution.

This Bond and the issue of Bonds of which it is a part are issued in conformity with and after full compliance with the Constitution of the State of Utah and pursuant to the provisions of the Act and all other laws applicable thereto. It is hereby certified and recited that all conditions, acts and things required by the Constitution or laws of the State of Utah and by the Act and the Bond Resolution to exist, to have happened or to have been performed precedent to or in connection with the issuance of this Bond exist, have happened and have been performed and that the issue of Bonds, together with all other indebtedness of the Issuer, is within every debt and other limit prescribed by the Constitution and laws referenced above, and that the full faith and credit of the Issuer are hereby irrevocably pledged to the punctual payment of the principal of and interest on this Bond according to its terms.

This Bond shall not be valid until the Certificate of Authentication hereon shall have been manually signed by the Bond Registrar.

IN WITNESS WHEREOF, SALT LAKE CITY, UTAH, has caused this Bond to be signed in its name and on its behalf by its Mayor and countersigned and attested its the City Recorder, and has caused its official seal or a facsimile thereof to be impressed or imprinted hereon, all as of the Dated Date.

SALT LAKE CITY, UTAH

By _____ (manual signature)
Mayor

ATTEST AND COUNTERSIGN:

By _____ (manual signature)
City Recorder

[SEAL]

APPROVED AS TO FORM:

_____ (manual signature)
Senior City Attorney

[FORM OF BOND REGISTRAR’S CERTIFICATE OF AUTHENTICATION]

This Bond is one of the Bonds described in the within-mentioned Bond Resolution and is one of the General Obligation Bonds, Series 2010A of Salt Lake City, Utah.

U.S. BANK NATIONAL ASSOCIATION, as Bond Registrar

By _____
Authorized Officer

Date of registration and authentication: _____, 20__.

Bond Registrar and Paying Agent:

U.S. Bank National Association
Corporate Trust Department
170 South Main, Suite 200
Salt Lake City, Utah 84101

[FORM OF ASSIGNMENT]

The following abbreviations, when used in the inscription on the face of the within Bond, shall be construed as though they were written out in full according to applicable laws or regulations.

TEN COM	—	as tenants in common	UNIF TRAN MIN ACT—
TEN ENT	—	as tenants by the entirety	_____ Custodian _____
JT TEN	—	as joint tenants with right of survivorship and not as tenants in common	(Cust) (Minor) under Uniform Transfers to Minors Act of _____ (State)

Additional abbreviations may also be used though not in the above list.

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

Insert Social Security or Other
Identifying Number of Assignee

(Please Print or Typewrite Name and Address of Assignee)

the within Bond of SALT LAKE CITY, UTAH, and hereby irrevocably constitutes and appoints

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

DATED: _____ SIGNATURE: _____
SIGNATURE GUARANTEED:

NOTICE: Signature(s) must be guaranteed by an “eligible guarantor institution” meeting the requirements of the Bond Registrar, which requirements include membership or participation in STAMP or such other “signature guarantee program” as may be determined by the Bond Registrar in addition to, or in substitution for, STAMP, all in accordance with the Securities and Exchange Act of 1934, as amended.

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

ARTICLE VII

MISCELLANEOUS

Section 701. Final Official Statement. The Final Official Statement of the Issuer in substantially the form of the Preliminary Official Statement presented at this meeting and attached hereto as *Exhibit 2*, with such changes, omissions, insertions and revisions as the Mayor shall deem advisable, is hereby authorized. The Mayor shall sign and deliver such Final Official Statement to the Purchaser for distribution to prospective purchasers of the Bonds and other interested persons. The approval of the Mayor of any such changes, omissions, insertions and revisions shall be conclusively established by the Mayor's execution of the Final Official Statement.

Section 702. Official Statement Deemed Final. The Issuer has previously deemed, and does hereby deem, final the Preliminary Official Statement within the meaning and for purposes of paragraph (b)(1) of Rule 15c2-12 of the Securities and Exchange Commission, subject to completion thereof with the information established at the time of the sale of the Bonds. The Mayor and the City Recorder are, and each of them is, hereby authorized to do or perform all such acts and to execute all such certificates, documents and other instruments as may be necessary or advisable to provide for the issuance, sale and delivery of the Bonds, and any actions taken thereby for purposes of deeming the Official Statement to be final for purposes of Rule 15c2-12 of the Securities and Exchange Commission are hereby authorized, ratified and confirmed.

Section 703. Ratification. All proceedings, resolutions and actions of the Issuer and its officers taken in connection with the sale and issuance of the Bonds are hereby ratified, confirmed and approved, including, without limitation, the publication of the notice of sale for the Bonds as set out in the preambles hereto.

Section 704. Severability. It is hereby declared that all parts of this Bond Resolution are severable, and if any section, paragraph, clause or provision of this Bond Resolution shall, for any reason, be held to be invalid or unenforceable, the invalidity or unenforceability of any such section, paragraph, clause or provision shall not affect the remaining sections, paragraphs, clauses or provisions of this Bond Resolution.

Section 705. Conflict. All resolutions, orders and regulations or parts thereof heretofore adopted or passed that are in conflict with any of the provisions of this Bond Resolution are, to the extent of such conflict, hereby repealed.

Section 706. Captions. The table of contents and captions or headings herein are for convenience of reference only and in no way define, limit or describe the scope or intent of any provisions or sections of this Bond Resolution.

Section 707. Effective Date. This Bond Resolution shall take effect immediately.

ADOPTED AND APPROVED this ____ day of _____, 2010.

SALT LAKE CITY, UTAH

By _____
Chair, City Council

[SEAL]

ATTEST:

By _____
Deputy City Recorder

APPROVED:

By _____
Mayor

APPROVED AS TO FORM:

By _____
Senior City Attorney

EXHIBIT 1

[ATTACH FORM OF CONTINUING DISCLOSURE AGREEMENT]

EXHIBIT 2

[ATTACH FORM OF OFFICIAL STATEMENT]

EXHIBIT 3

[ATTACH FORM OF PURCHASE CONTRACT]

APPENDIX B

FORM OF CONTINUING DISCLOSURE AGREEMENT
FOR THE PURPOSE OF PROVIDING
CONTINUING DISCLOSURE INFORMATION
UNDER SECTION (b)(5) OF RULE 15c2-12

[DATED THE CLOSING DATE]

This Continuing Disclosure Undertaking (the “*Agreement*”) is executed and delivered by Salt Lake City, Utah (the “*City*”), in connection with the issuance of \$_____ Salt Lake City, Utah General Obligation Bonds, Series 2010A (the “*Bonds*”). The Bonds are being issued pursuant to resolutions adopted by the City Council of the City on February 9, 2010 and _____, 2010 (collectively, the “*Resolution*”).

In consideration of the issuance of the Bonds by the City and the purchase of such Bonds by the beneficial owners thereof, the City covenants and agrees as follows:

1. **PURPOSE OF THIS AGREEMENT.** This Agreement is executed and delivered by the City as of the date set forth below, for the benefit of the beneficial owners of the Bonds and in order to assist the Participating Underwriters in complying with the requirements of the Rule (as defined below). The City represents that it will be the only obligated person with respect to the Bonds at the time the Bonds are delivered to the Participating Underwriters and that no other person is expected to become so committed at any time after issuance of the Bonds.

2. **DEFINITIONS.** The terms set forth below shall have the following meanings in this Agreement, unless the context clearly otherwise requires.

“*Annual Financial Information*” means the financial information and operating data described in *Exhibit I*.

“*Annual Financial Information Disclosure*” means the dissemination of disclosure concerning Annual Financial Information and the dissemination of the Audited Financial Statements as set forth in Section 4.

“*Audited Financial Statements*” means the audited financial statements of the City prepared pursuant to the standards and as described in *Exhibit I*.

“*Commission*” means the Securities and Exchange Commission.

“*Dissemination Agent*” means any agent designated as such in writing by the City and which has filed with the City a written acceptance of such designation, and such agent’s successors and assigns.

“EMMA” means the MSRB through its Electronic Municipal Market Access system for municipal securities disclosure or through any other electronic format or system prescribed by the MSRB for purposes of the Rule.

“Exchange Act” means the Securities Exchange Act of 1934, as amended.

“Material Event” means the occurrence of any of the Events with respect to the Bonds set forth in *Exhibit II* that is material, as materiality is interpreted under the Exchange Act.

“Material Events Disclosure” means dissemination of a notice of a Material Event as set forth in Section 5.

“MSRB” means the Municipal Securities Rulemaking Board.

“Participating Underwriter” means each broker, dealer or municipal securities dealer acting as an underwriter in the primary offering of the Bonds.

“Rule” means Rule 15c2-12 adopted by the Commission under the Exchange Act, as the same may be amended from time to time.

“State” means the State of Utah.

“Undertaking” means the obligations of the City pursuant to Sections 4 and 5.

3. CUSIP NUMBER/FINAL OFFICIAL STATEMENT. The CUSIP Numbers of the Bonds maturing in each of the following years are as follows:

YEAR OF MATURITY (JUNE 15)	CUSIP NUMBER	YEAR OF MATURITY (JUNE 15)	CUSIP NUMBER

The Final Official Statement relating to the Bonds is dated _____, 2010 (the “*Final Official Statement*”). The City will include the CUSIP Number in all disclosure described in Sections 4 and 5 of this Agreement.

4. ANNUAL FINANCIAL INFORMATION DISCLOSURE. Subject to Section 8 of this Agreement, the City hereby covenants that it will disseminate its Annual Financial Information and its Audited Financial Statements (in the form and by the dates set forth in *Exhibit I*) to EMMA in such manner and format and accompanied by identifying information as is prescribed by the MSRB or the Commission at the time of delivery of such information and by such time so that such entities receive the information by the dates specified.

If any part of the Annual Financial Information can no longer be generated because the operations to which it is related have been materially changed or discontinued, the City will disseminate a statement to such effect as part of its Annual Financial Information for the year in which such event first occurs.

If any amendment or waiver is made to this Agreement, the Annual Financial Information for the year in which such amendment or waiver is made (or in any notice or supplement provided to EMMA) shall contain a narrative description of the reasons for such amendment or waiver and its impact on the type of information being provided.

5. MATERIAL EVENTS DISCLOSURE. Subject to Section 8 of this Agreement, the City hereby covenants that it will disseminate in a timely manner Material Events Disclosure to EMMA in such manner and format and accompanied by identifying information as is prescribed by the MSRB or the Commission at the time of delivery of such information. Notwithstanding the foregoing, notice of optional or unscheduled redemption of any Bonds or defeasance of any Bonds need not be given under this Agreement any earlier than the notice (if any) of such redemption or defeasance is given to the Bondholders pursuant to the Resolution.

6. CONSEQUENCES OF FAILURE OF THE CITY TO PROVIDE INFORMATION. The City shall give notice in a timely manner to EMMA of any failure to provide Annual Financial Information Disclosure when the same is due hereunder.

In the event of a failure of the City to comply with any provision of this Agreement, the beneficial owner of any Bond may seek mandamus or specific performance by court order, to cause the City to comply with its obligations under this Agreement. The beneficial owners of 25% or more in principal amount of the Bonds outstanding may challenge the adequacy of the information provided under this Agreement and seek specific performance by court order to cause the City to provide the information as required by this Agreement. A default under this Agreement shall not be deemed a default under the Resolution, and the sole remedy under this Agreement in the event of any failure of the City to comply with this Agreement shall be an action to compel performance.

7. AMENDMENTS; WAIVER. Notwithstanding any other provision of this Agreement, the City by resolution or ordinance authorizing such amendment or waiver, may amend this Agreement, and any provision of this Agreement may be waived, if:

- (a) (i) The amendment or waiver is made in connection with a change in circumstances that arises from a change in legal requirements, including without

limitation, pursuant to a “no-action” letter issued by the Commission, a change in law, or a change in the identity, nature, or status of the City, or type of business conducted; or

(ii) This Agreement, as amended, or the provision, as waived, would have complied with the requirements of the Rule at the time of the primary offering, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(b) The amendment or waiver does not materially impair the interests of the beneficial owners of the Bonds, as determined by parties unaffiliated with the City (such as Bond Counsel).

In the event that the Commission or the MSRB or other regulatory authority shall approve or require Annual Financial Information Disclosure or Material Events Disclosure to be made to a central post office, governmental agency or similar entity other than EMMA or in lieu of EMMA, the City shall, if required, make such dissemination to such central post office, governmental agency or similar entity without the necessity of amending this Agreement.

8. TERMINATION OF UNDERTAKING. The Undertaking of the City shall be terminated hereunder if the City shall no longer have any legal liability for any obligation on or relating to repayment of the Bonds under the Resolution. The City shall give notice to EMMA in a timely manner if this Section is applicable.

9. DISSEMINATION AGENT. The City may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Agreement, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent.

10. ADDITIONAL INFORMATION. Nothing in this Agreement shall be deemed to prevent the City from disseminating any other information, using the means of dissemination set forth in this Agreement or any other means of communication, or including any other information in any Annual Financial Information Disclosure or notice of occurrence of a Material Event, in addition to that which is required by this Agreement. If the City chooses to include any information from any document or notice of occurrence of a Material Event in addition to that which is specifically required by this Agreement, the City shall have no obligation under this Agreement to update such information or include it in any future disclosure or notice of occurrence of a Material Event.

11. BENEFICIARIES. This Agreement has been executed in order to assist the Participating Underwriters in complying with the Rule; however, this Agreement shall inure solely to the benefit of the City, the Dissemination Agent, if any, and the beneficial owners of the Bonds, and shall create no rights in any other person or entity.

12. RECORDKEEPING. The City shall maintain records of all Annual Financial Information Disclosure and Material Events Disclosure, including the content of such disclosure,

the names of the entities with whom such disclosure was filed and the date of filing such disclosure.

13. ASSIGNMENT. The City shall not transfer its obligations under the Resolution unless the transferee agrees to assume all obligations of the City under this Agreement or to execute an Undertaking under the Rule.

(Signature page follows.)

14. GOVERNING LAW. This Agreement shall be governed by the laws of the State.

SALT LAKE CITY, UTAH

By: _____

Mayor

Address: 451 South State Street

Salt Lake City, Utah 84111

ATTEST AND COUNTERSIGN:

By _____
City Recorder

[SEAL]

APPROVED AS TO FORM:

By: _____

Senior City Attorney

EXHIBIT I
ANNUAL FINANCIAL INFORMATION AND TIMING AND AUDITED
FINANCIAL STATEMENTS

“*Annual Financial Information*” means financial information and operating data of the type contained in the Official Statement under the following captions:

CAPTION	PAGE
DEBT STRUCTURE OF SALT LAKE CITY, UTAH	
—Outstanding Debt Issues	
—Overlapping General Obligation Debt	
—General Obligation Legal Debt Limit and Additional Debt Incurring Capacity	
FINANCIAL INFORMATION REGARDING SALT LAKE CITY, UTAH	
—Sources of General Fund Revenues	
—Five-Year Financial Summaries	
—Taxable and Fair Market Value of Property	
—Tax Collection Record	
—Some of the Largest Taxpayers in the City	

All or a portion of the Annual Financial Information and the Audited Financial Statements as set forth below may be included by reference to other documents which have been submitted to EMMA or filed with the Commission. If the information included by reference is contained in a Final Official Statement, the Final Official Statement must be available on EMMA; the Final Official Statement need not be available from the Commission. The City shall clearly identify each such item of information included by reference.

Annual Financial Information exclusive of Audited Financial Statements will be submitted to EMMA by 185 days after the last day of the City’s fiscal year, beginning with the fiscal year ending June 30, 2010. Audited Financial Statements as described below should be filed at the same time as the Annual Financial Information. If Audited Financial Statements are not available when the Annual Financial Information is filed, unaudited financial statements shall be included.

Audited Financial Statements will be prepared pursuant to generally accepted accounting principles applicable to governmental units in general and Utah cities in particular. Audited Financial Statements will be submitted to EMMA within 30 days after availability to City.

If any change is made to the Annual Financial Information as permitted by Section 4 of the Agreement, the City will disseminate a notice of such change as required by Section 4.

EXHIBIT II
EVENTS WITH RESPECT TO THE BONDS
FOR WHICH MATERIAL EVENTS DISCLOSURE IS REQUIRED

1. Principal and interest payment delinquencies
2. Non-payment related defaults
3. Unscheduled draws on debt service reserves reflecting financial difficulties
4. Unscheduled draws on credit enhancements reflecting financial difficulties
5. Substitution of credit or liquidity providers, or their failure to perform
6. Adverse tax opinions or events affecting the tax-exempt status of the security
7. Modifications to the rights of security holders
8. Bond calls
9. Defeasances
10. Release, substitution or sale of property securing repayment of the securities
11. Rating changes

PRELIMINARY OFFICIAL STATEMENT DATED _____, 2010

NEW ISSUE — Issued in Book-Entry Form Only

RATING: Moody's "___"
Fitch "___"

See "BOND RATING" herein.

Subject to compliance by the City with certain covenants, in the opinion of Chapman and Cutler LLP, Bond Counsel, under present law, interest on the Bonds designated as "Tax-Exempt Bonds" on the inside front cover of this Official Statement (the "Tax-Exempt Bonds") is (a) excludable from gross income of the owners thereof for federal income tax purposes, (b) not included as an item of tax preference in computing the federal alternative minimum tax for individuals and corporations, and (c) not taken into account in computing adjusted current earnings, which is used as an adjustment in determining the federal alternative minimum tax for certain corporations. Interest on the Bonds designated as "Federally Taxable-Direct Pay-Build America Bonds" on the inside front cover of this Official Statement (the "Taxable Bonds") is includible in gross income of the owners thereof for federal income tax purposes. In the opinion of Bond Counsel, under the existing laws of the State of Utah, as presently enacted and construed, interest on the Bonds is exempt from taxes imposed by the Utah Individual Income Tax Act. See "TAX TREATMENT" herein for a more complete discussion.

\$25,000,000
SALT LAKE CITY, UTAH
GENERAL OBLIGATION BONDS
SERIES 2010A

\$ _____*
TAX-EXEMPT BONDS
MATURING 20__ THROUGH 20__

\$ _____*
FEDERALLY TAXABLE-DIRECT PAY-
BUILD AMERICA BONDS
MATURING 20__ THROUGH 20__

DATED: Date of Original Issuance and Delivery

DUE: June 15, as shown below

The \$25,000,000 General Obligation Bonds, Series 2010A, dated the date of original issuance and delivery thereof (the "Bonds"), are issuable by Salt Lake City, Utah (the "City") as fully-registered bonds and, when initially issued, will be in book-entry form only, registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"). DTC will act as securities depository for the Bonds.

Principal of and interest on the Bonds (interest payable June 15 and December 15 of each year, commencing December 15, 2010) are payable by _____, _____, _____, as Paying Agent, to the registered owners thereof, initially DTC. See "THE BONDS — Book-Entry System" herein.

[The Tax-Exempt Bonds are not subject to redemption prior to maturity. The Taxable Bonds are subject to optional and extraordinary optional redemption prior to maturity. See "THE BONDS – Redemption Provisions" herein.]

The Bonds will be general obligations of the City payable from the proceeds of ad valorem taxes to be levied without limitation as to rate or amount on all of the taxable property in Salt Lake City, Utah, fully sufficient to pay the Bonds as to both principal and interest.

See inside cover for Maturity Schedules

The Bonds are offered, subject to prior sale, when, as and if issued and received by the Underwriters, subject to the approval of legality by Chapman and Cutler LLP, Bond Counsel to the City, and certain other conditions. Certain legal matters will be passed upon for the City by Edwin P. Rutan, II, City Attorney. Certain legal matters regarding this Official Statement will be passed upon for the City by Chapman and Cutler LLP, Disclosure Counsel. It is expected that the Bonds will be available for delivery, in book-entry form only, through the facilities of DTC on or about April __, 2010.

This cover page contains certain information for quick reference only. It is not a summary of this issue. Investors must read the entire Official Statement to obtain information essential to the making of an informed investment decision.

This Official Statement is dated _____, 2010, and the information contained herein speaks only as of that date.

GEORGE K. BAUM & COMPANY

ZIONS FIRST NATIONAL BANK

* Preliminary; subject to change.

This Preliminary Official Statement and the information contained herein are subject to completion, amendment or other change without any notice. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

MATURITY SCHEDULE

\$25,000,000
GENERAL OBLIGATION BONDS
SERIES 2010A

\$ _____ *
TAX-EXEMPT BONDS

<u>Maturity</u> <u>(June 15)</u>	<u>CUSIP</u>	<u>Principal</u> <u>Amount*</u>	<u>Interest</u> <u>Rate</u>	<u>Yield</u>	<u>Maturity</u> <u>(June 15)</u>	<u>CUSIP</u>	<u>Principal</u> <u>Amount*</u>	<u>Interest</u> <u>Rate</u>	<u>Yield</u>
-------------------------------------	--------------	------------------------------------	--------------------------------	--------------	-------------------------------------	--------------	------------------------------------	--------------------------------	--------------

\$ _____ *
FEDERALLY TAXABLE-DIRECT PAY-
BUILD AMERICA BONDS
(TAXABLE BONDS)

<u>Maturity</u> <u>(June 15)</u>	<u>CUSIP</u>	<u>Principal</u> <u>Amount*</u>	<u>Interest</u> <u>Rate</u>	<u>Yield</u>	<u>Maturity</u> <u>(June 15)</u>	<u>CUSIP</u>	<u>Principal</u> <u>Amount*</u>	<u>Interest</u> <u>Rate</u>	<u>Yield</u>
-------------------------------------	--------------	------------------------------------	--------------------------------	--------------	-------------------------------------	--------------	------------------------------------	--------------------------------	--------------

* Preliminary; subject to change.

\$25,000,000
SALT LAKE CITY, UTAH
GENERAL OBLIGATION BONDS
SERIES 2010A

\$ _____*
TAX-EXEMPT BONDS
MATURING 20__ THROUGH 20__

\$ _____*
FEDERALLY TAXABLE-DIRECT PAY-
BUILD AMERICA BONDS
MATURING 20__ THROUGH 20__

Salt Lake City
City and County Building
451 South State Street
Salt Lake City, Utah 84111
(801) 535-7946

CITY COUNCIL

JT Martin..... Council Chair
Jill Remington Love..... Council Vice Chair
Carlton J. Christensen Council Member
Luke Garrott..... Council Member
Stan Penfold..... Council Member
Søren D. Simonsen..... Council Member
Van Blair Turner..... Council Member

CITY ADMINISTRATION

Ralph Becker..... Mayor
David Everitt..... Chief of Staff
Edwin P. Rutan, II..... City Attorney
Christine Meeker..... City Recorder
Daniel A. Mulé..... City Treasurer

BOND COUNSEL

Chapman and Cutler LLP
201 South Main, Suite 2000
Salt Lake City, Utah 84111
(801) 533-0066; (801) 533-9595 (Fax)

INDEPENDENT AUDITORS

Hansen, Barnett & Maxwell, P.C.
5 Triad Center, Suite 750
Salt Lake City, Utah 84180
(801) 532-2200; (801) 532-7944 (Fax)

FINANCIAL ADVISOR

Wells Fargo Securities
Public Finance
MAC U1228-055
299 South Main, 5th Floor
Salt Lake City, Utah 84111
(801) 246-1731; (801) 246-1704 (Fax)

BOND REGISTRAR AND PAYING AGENT

* Preliminary; subject to change.

This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of, the Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. No dealer, broker, salesman or other person has been authorized to give any information or to make any representations other than those contained herein, and if given or made, such other information or representations must not be relied upon as having been authorized by either the City or the Underwriters. All information contained herein has been obtained from the City, DTC and from other sources which are believed to be reliable. The information and expressions of opinion herein are subject to change without notice and neither the delivery of this Official Statement nor the issuance, sale, delivery or exchange of the Bonds, shall under any circumstance create any implication that there has been no change in the affairs of the City since the date hereof.

The Bonds have not been registered under the Securities Act of 1933, as amended, or any state securities laws in reliance upon exemptions contained in such act and laws. Any registration or qualification of the Bonds in accordance with applicable provisions of the securities laws of the states in which the Bonds have been registered or qualified and the exemption from registration or qualification in other states cannot be regarded as a recommendation thereof. Neither the Securities and Exchange Commission nor any state securities commission has passed upon the accuracy or adequacy of this Official Statement. Any representation to the contrary is unlawful.

The yields at which the Bonds are offered to the public may vary from the initial offering yields on the inside cover page of this Official Statement. In addition, the Underwriters may allow concessions or discounts from the initial offering prices of the Bonds to dealers and others. In connection with the offering of the Bonds, the Underwriters may engage in transactions that stabilize, maintain, or otherwise affect the price of the Bonds. Such transactions may include overallocments in connection with the purchase of Bonds, the purchase of Bonds to stabilize their market price and the purchase of Bonds to cover Underwriters' short positions. Such transactions, if commenced, may be discontinued at any time.

The Underwriters have reviewed the information in this Official Statement in accordance with, and as a part of, their responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.

Cautionary Statements Regarding Forward-Looking Statements. Certain statements included in this Official Statement constitute "forward-looking statements" within the meaning of the federal securities laws. Such statements are generally identifiable by the terminology used, such as "plan," "project," "forecast," "expect," "estimate," "budget" or other similar words. The achievement of certain results or other expectations contained in such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements described to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Except as required by its Continuing Disclosure Agreement for the Bonds, the City does not plan to issue any updates or revisions to those forward-looking statements if or when its expectations change or events, conditions or circumstances on which such statements are based occur.

The information available at the internet sites referenced in this Official Statement has not been reviewed for accuracy or completeness. Such information is not incorporated by reference into this Official Statement and may not be relied upon by investors in determining whether to purchase the Bonds and is not a part of this Official Statement.

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\$25,000,000
SALT LAKE CITY, UTAH
GENERAL OBLIGATION BONDS
SERIES 2010A

\$ _____*
TAX-EXEMPT BONDS
MATURING 20__ THROUGH 20__

\$ _____*
FEDERALLY TAXABLE—DIRECT PAY—
BUILD AMERICA BONDS
MATURING 20__ THROUGH 20__

INTRODUCTION

This introduction is only a brief description of the Bonds, as hereinafter defined, the security and source of payment for the Bonds and certain information regarding Salt Lake City, Utah (the “City”). The information contained herein is expressly qualified by reference to the entire Official Statement. Investors should make a full review of the entire Official Statement.

See the following appendices that are attached hereto: “APPENDIX A — SALT LAKE CITY CORPORATION FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED JUNE 30, 2009;” “APPENDIX B — FORM OF CONTINUING DISCLOSURE AGREEMENT” and “APPENDIX C — PROPOSED FORM OF OPINION OF BOND COUNSEL.”

THE BONDS

This Official Statement, including the cover page, introduction and appendices, provides information in connection with the issuance and sale by the City of its \$25,000,000 General Obligation Bonds, Series 2010A, dated the date of original issuance and delivery thereof (the “Bonds”), initially issued in book-entry form only.

The Bonds in the aggregate principal amount of \$ _____* maturing on June 15 of the years _____ through _____, are designated as “Tax-Exempt Bonds” (the “*Tax-Exempt Bonds*”) and the Bonds in the aggregate principal amount of \$ _____* maturing on June 15 of the years _____ through _____, are designated as “Federally Taxable—Direct Pay—Build America Bonds” (the “*Taxable Bonds*”).

THE CITY

The City is a municipal corporation and political subdivision of the State of Utah (the “State”) and is the capital of the State. The City is the most populous city in the State with an estimated 2009 population of approximately 181,700 residents. The City is governed by the City Council, which is comprised of seven members. For more information with respect to the City see “SALT LAKE CITY, UTAH” for additional information.

* Preliminary; subject to change.

SECURITY AND SOURCE OF PAYMENT

The Bonds will be general obligations of the City, payable from the proceeds of ad valorem taxes to be levied, without limitation as to rate or amount, on all of the taxable property in the City, fully sufficient to pay the Bonds as to both principal and interest. See “THE BONDS — Security and Sources of Payment” and “FINANCIAL INFORMATION REGARDING SALT LAKE CITY, UTAH — Tax Levy and Collection.”

AUTHORITY AND PURPOSE

The Bonds are being issued pursuant to (i) the Local Government Bonding Act, Chapter 14 of Title 11 (the “*Local Government Bonding Act*”) of the Utah Code Annotated 1953, as amended (the “*Utah Code*”), the Registered Public Obligations Act, Chapter 7 of Title 15 of the Utah Code, and the applicable provisions of Title 10 of the Utah Code (collectively, the “*Act*”), (ii) Resolution No. 8-2010 of the City adopted on February 9, 2010 (the “*Parameters Resolution*”) and Resolution No. __-2010 of the City adopted on _____, 2010 (the “*Bond Resolution*” and, collectively with the Parameters Resolution, the “*Resolutions*”), which provide for the issuance of the Bonds, and (iii) other applicable provisions of law.

The Bonds were authorized by an affirmative vote of 65.81% of the voters at a special bond election held for that purpose on November 3, 2009. The proposition submitted to the voters was as follows:

City Proposition Number 1

Shall Salt Lake City, Utah, be authorized to issue general obligation bonds in an amount not to exceed \$125,000,000 and to mature in no more than 21 years from the date or dates of issuance of such bonds for the purpose of providing a public safety administration and operations building, an emergency operations center, and related facilities?

The Bonds are the first block of bonds to be issued from the November 3, 2009 voted authorization. After the sale and delivery of the Bonds, the City will have \$100,000,000 of authorized, but unissued, bonds from the November 3, 2009 voted authorization.

USE OF PROCEEDS

The proceeds of the Bonds, together with other available City funds, will be used primarily to pay a portion of the City’s cost of providing a public safety administration and operations building, an emergency operations center, and related facilities. A portion of the Bond proceeds will be used to pay certain costs of issuance. The expected cost of the project is currently approximately \$_____ million and will be paid for from the remaining bond authorization and other City funds. See “THE BONDS — Sources and Uses of Funds.”

REDEMPTION PROVISIONS

[The Tax-Exempt Bonds are not subject to redemption prior to maturity. The Taxable Bonds are subject to optional and extraordinary optional redemption prior to maturity. See “THE BONDS – Redemption Provisions” herein.]

REGISTRATION, DENOMINATIONS AND MANNER OF PAYMENT

The Bonds are issuable only as fully-registered bonds and, when initially issued, will be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York (“DTC”), which will act as securities depository of the Bonds. Purchases of Bonds will be made in book-entry form only, in the principal amount of \$5,000 or any whole multiple thereof, through brokers and dealers who are, or who act through, DTC participants. Beneficial owners of the Bonds will not be entitled to receive physical delivery of bond certificates so long as DTC or a successor securities depository acts as the securities depository with respect to the Bonds.

Principal of and interest on the Bonds (interest payable June 15 and December 15 of each year, commencing December 15, 2010) are payable by _____, _____, _____, as Paying Agent (the “Paying Agent”), to the registered owners of the Bonds. So long as DTC is the registered owner, it will, in turn, remit such principal and interest to its participants, for subsequent disbursements to the beneficial owners of the Bonds, as described in “THE BONDS – Book-Entry System.”

TAX STATUS

Subject to compliance by the City with certain covenants, in the opinion of Chapman and Cutler LLP, Bond Counsel, under present law, interest on the Tax-Exempt Bonds is (a) excludable from gross income of the owners thereof for federal income tax purposes, (b) not included as an item of tax preference in computing the federal alternative minimum tax for individuals and corporations, and (c) not taken into account in computing adjusted current earnings, which is used as an adjustment in determining the federal alternative minimum tax for certain corporations. Interest on the Taxable Bonds is includible in gross income of the owners thereof for federal income tax purposes. In the opinion of Bond Counsel, under the existing laws of the State, as presently enacted and construed, interest on the Bonds is exempt from taxes imposed by the Utah Individual Income Tax Act. See “TAX TREATMENT” for a more complete discussion.

CONDITIONS OF DELIVERY, ANTICIPATED DATE, MANNER AND PLACE OF DELIVERY

The Bonds are offered, subject to prior sale, when, as and if issued and received by George K. Baum & Company, as Senior Manager, and Zions First National Bank, as Co-Manager (collectively, the “Underwriters”), subject to the approval of legality of the Bonds by Chapman and Cutler LLP, Bond Counsel, and certain other conditions. Certain legal matters will be passed upon for the City by the City Attorney. Certain legal matters regarding this Official Statement will be passed upon for the City by Chapman and Cutler LLP, Disclosure

Counsel. It is expected that the Bonds, in book-entry form only, will be available for delivery through the facilities of DTC on or about _____, _____, 2010.

BASIC DOCUMENTATION

The “basic documentation,” which includes the Resolutions, the closing documents and other documentation authorizing the issuance of the Bonds and establishing the rights and responsibilities of the City and other parties to the transaction, may be obtained from the “contact persons” listed below.

CONTACT PERSONS

As of the date of this Official Statement, the chief contact person for the City concerning the Bonds is:

Daniel A. Mulé, City Treasurer
451 South State Street, Room 228
P.O. Box 145462
Salt Lake City, Utah 84114-5462
Telephone: (801) 535-6411; Fax: (801) 535-6082
E-Mail: daniel.mule@slcgov.com

THE BONDS

GENERAL

The Bonds will be dated the date of original issuance and delivery thereof and will mature on [June 15] of the years and in the amounts as set forth on the cover page of this Official Statement.

The Bonds will bear interest from their date at the rates set forth on the inside cover page of this Official Statement. Interest on the Bonds is payable semiannually on each June 15 and December 15, commencing December 15, 2010. Interest on the Bonds will be computed on the basis of a 360-day year of twelve 30-day months. _____, _____, _____, is the Bond Registrar for the Bonds under the Resolutions (the “*Bond Registrar*”).

The Bonds will be issued as fully-registered bonds, initially in book-entry form only, in the denomination of \$5,000 or any whole multiple thereof, not exceeding the amount of each maturity.

The Bonds are being issued within the constitutional debt limit imposed on the City. See “DEBT STRUCTURE OF SALT LAKE CITY, UTAH — General Obligation Legal Debt Limit and Additional Debt Incurring Capacity.”

SOURCES AND USES OF FUNDS

The sources and uses of funds in connection with the issuance of the Bonds are estimated to be as follows:

SOURCES:

Par amount of Bonds	\$
Original issue premium ⁽¹⁾	_____
TOTAL	\$_____

USES:

Project Account	\$
Costs of issuance ⁽²⁾	_____
TOTAL	\$_____

(1) Net of original issue discount.

(2) Includes Underwriters' discount, Financial Advisor fees, legal fees, rating agency fees, registrar and paying agent fees, printing and other miscellaneous costs of issuance.

SECURITY AND SOURCES OF PAYMENT

The Bonds will be general obligations of the City, payable from the proceeds of ad valorem taxes to be levied without limitation as to rate or amount on all of the taxable property in the City, fully sufficient to pay the Bonds as to both principal and interest. See "FINANCIAL INFORMATION REGARDING SALT LAKE CITY, UTAH — Property Tax Matters."

REDEMPTION PROVISIONS

No Redemption of Tax-Exempt Bonds. The Tax-Exempt Bonds are not subject to redemption prior to maturity.

Optional Redemption of Taxable Bonds. The Bonds maturing on or after _____ 15, 20__, are subject to redemption prior to maturity, at the election of the City, on _____ 15, 20__ (the "First Redemption Date"), and on any date thereafter, in whole or in part, from such maturities or parts thereof as will be selected by the City, upon notice given as provided in the Bond Resolution and described below, at a redemption price equal to 100% of the principal amount of the Bonds to be redeemed plus accrued interest thereon to the date fixed for redemption. Bonds maturing on or prior to the First Redemption Date are not subject to optional redemption.

Extraordinary Optional Redemption of Taxable Bonds. Prior to _____ 15, 20__, the Taxable Maturities are subject to redemption prior to their maturity at the option of the City, in whole or in part, upon the occurrence of an Extraordinary Event, at a redemption price (the

“*Extraordinary Optional Redemption Price*”) equal to the greater of (i) 100% of the principal amount of the Bonds to be redeemed; or (ii) the sum of the present value of the remaining scheduled payments of principal and interest on the Bonds to be redeemed, not including any interest accrued and unpaid as of the redemption date, discounted to the redemption date on a semi-annual basis, assuming a 360-day year consisting of 12, 30-day months, at the Treasury Rate, plus ____ basis points; *plus*, in each case, accrued interest on the Bonds to be redeemed to the redemption date.

An “*Extraordinary Event*” will have occurred if a material adverse change has occurred to Section 54AA or 6431 of the Internal Revenue Code of 1986, as amended (the “*Code*”) (as such Sections were added by Section 1531 of the Recovery Act, pertaining to build America bonds) pursuant to which the City’s 35% cash subsidy payment from the United States Treasury is reduced or eliminated. At the request of the Trustee, the redemption price of the Bonds to be redeemed at the option of the City will be determined by an independent accounting firm, investment banking firm or financial advisor retained by the City at the City’s expense to calculate such redemption price. The Trustee and the City may conclusively rely on the determination of such redemption price by such independent accounting firm, investment banking firm or financial advisor and will not be liable for such reliance.

For purposes of determining the Extraordinary Optional Redemption Price, the following definitions apply:

“*Treasury Rate*,” means, with respect to any redemption date for a particular Bond, the rate per annum, expressed as a percentage of the principal amount, equal to the semiannual equivalent yield to maturity or interpolated maturity of the Comparable Treasury Issue, assuming that the Comparable Treasury Issue is purchased on the redemption date for a price equal to the Comparable Treasury Price, as calculated by the Designated Investment Banker.

“*Comparable Treasury Issue*” means, with respect to any redemption date for a particular Bond, the United States Treasury security or securities selected by the Designated Investment Banker which has an actual or interpolated maturity comparable to the remaining average life of the Bond 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 the Bonds to be redeemed.

“*Comparable Treasury Price*” means, with respect to any redemption date for a particular Bond, (a) if the Designated Investment Banker receives at least four Reference Treasury Dealer Quotations, the average of such quotations for such redemption date, after excluding the highest and lowest Reference Treasury Dealer Quotations, or (b) if the Designated Investment Banker obtains fewer than four Reference Treasury Dealer Quotations, the average of all such quotations.

“*Designated Investment Banker*” means one of the Reference Treasury Dealers appointed by the City.

“Reference Treasury Dealer” means each of the four firms, specified by the City from time to time, that are primary United States Government securities dealers in the City of New York (each a *“Primary Treasury Dealer”*); *provided, however*, that if any of them ceases to be a Primary Treasury Dealer, the City will substitute another Primary Treasury Dealer.

“Reference Treasury Dealer Quotations” means, with respect to each Reference Treasury Dealer and any redemption date for a particular Bond, the average, as determined by the Designated Investment Banker, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Designated Investment Banker by such Reference Treasury Dealer at 3:30 P.M., New York City time, on the third Business Day preceding such redemption date.]

Selection for Redemption. If less than all of the Bonds of any maturity are to be redeemed, the particular Bonds or portion of Bonds of such maturity to be redeemed will be selected at random by the Bond Registrar in such manner as the Bond Registrar in its discretion may deem fair and appropriate. The portion of any registered Bond of a denomination of more than \$5,000 to be redeemed will be in the principal amount of \$5,000 or a whole multiple thereof, and in selecting portions of such Bonds for redemption, the Bond Registrar will treat each such Bond as representing that number of Bonds of \$5,000 denomination that is obtained by dividing the principal amount of such Bond by \$5,000.

Notice of Redemption. Notice of redemption will be given by the Bond Registrar by registered or certified mail, not less than 30 nor more than 45 days prior to the redemption date, to the owner thereof, as of the Record Date, as defined in “THE BONDS — Registration and Transfer,” of each Bond that is subject to redemption, at the address of such owner as it appears in the registration books of the City kept by the Bond Registrar, or at such other address as is furnished to the Bond Registrar in writing by such owner on or prior to the Record Date. Each notice of redemption will state the Record Date, the principal amount, the redemption date, the place of redemption, the redemption price and, if less than all of the Bonds are to be redeemed, the distinctive numbers of the Bonds or portions of Bonds to be redeemed, and will also state that the interest on the Bonds in such notice designated for redemption will cease to accrue from and after such redemption date and that on the redemption date there will become due and payable on each of the Bonds to be redeemed the principal thereof and interest accrued thereon to the redemption date. Each notice of optional redemption may further state that such redemption will be conditioned upon the receipt by the Paying Agent, on or prior to the date fixed for such redemption, of moneys sufficient to pay the principal of and premium, if any, and interest on such Bonds to be redeemed and that if such moneys have not been so received said notice will be of no force and effect and the City will not be required to redeem such Bonds. In the event that such notice of redemption contains such a condition and such moneys are not so received, the redemption will not be made and the Bond Registrar will 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. Any notice mailed as described above will be conclusively presumed to have been duly given, whether or not the Bond owner receives such notice. Failure to give such notice or

any defect therein with respect to any Bond will not affect the validity of the proceedings for redemption with respect to any other Bond.

In addition to the foregoing notice, further notice of such redemption will be given by the Bond Registrar to DTC and certain other registered securities depositories as provided in the Bond Resolution, but no defect in such further notice or any failure to give all or any portion of such further notice will in any manner affect the validity of a call for redemption if notice thereof is given as prescribed above and in the Bond Resolution.

For so long as a book-entry system is in effect with respect to the Bonds, the Bond Registrar will mail notices of redemption to DTC or its successor. Any failure of DTC to convey such notice to any DTC participants or any failure of the DTC participants or indirect participants to convey such notice to any beneficial owner will not affect the sufficiency of the notice or the validity of the redemption of the Bonds. See "THE BONDS — Book-Entry System."

REGISTRATION AND TRANSFER

In the event the book-entry system is discontinued, any Bond may, in accordance with its terms, be transferred, upon the registration books kept by the Bond Registrar, by the person in whose name it is registered, in person or by such owner's duly authorized attorney, upon surrender of such Bond for cancellation, accompanied by delivery of a duly executed written instrument of transfer in a form approved by the Bond Registrar. No transfer will be effective until entered on the registration books kept by the Bond Registrar. Whenever any Bond is surrendered for transfer, the Bond Registrar will authenticate and deliver a new fully-registered Bond or Bonds of the same series, designation, maturity and interest rate and of authorized denominations duly executed by the City, for a like aggregate principal amount.

Bonds may be exchanged at the principal corporate trust office of the Bond Registrar for a like aggregate principal amount of fully-registered Bonds of the same series, designation, maturity and interest rate of other authorized denominations.

For every such exchange or transfer of the Bonds, the Bond Registrar must make a charge sufficient to reimburse it for any tax or other governmental charge required to be paid with respect to such exchange or transfer of the Bonds.

The Bond Registrar will not be required to transfer or exchange any Bond (a) after the Record Date, as defined below, with respect to any interest payment date to and including such interest payment date, or (b) after the Record Date with respect to any redemption of such Bond. "Record Date" means (i) with respect to each interest payment date, the day that is 15 days preceding such interest payment date, or if such day is not a business day for the Bond Registrar, the next preceding day that is a business day for the Bond Registrar, and (ii) with respect to any redemption of any Bond, such Record Date as is specified by the Bond Registrar in the notice of redemption, provided that such Record Date will not be less than 15 calendar days before the mailing of such notice of redemption.

The City, the Bond Registrar and the Paying Agent may treat and consider the person in whose name each Bond is registered in the registration books kept by the Bond Registrar as the holder and absolute owner thereof for the purpose of receiving payment of, or on account of, the principal or redemption price thereof and interest due thereon and for all other purposes whatsoever.

BOOK-ENTRY SYSTEM

DTC will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond certificate will be issued for each maturity of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("*Direct Participants*") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("*DTCC*"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("*Indirect Participants*"). DTC has Standard & Poor's highest rating: AAA. The DTC rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org.

Purchases of the Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond ("*Beneficial Owner*") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners.

Beneficial Owners will not receive certificates representing their ownership interests in the Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of the Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of the Bonds may wish to take certain steps to augment transmission to them of notices of significant events with respect to the Bonds, such as redemptions, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of the Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Bond Registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Bonds within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Bonds unless authorized by a Direct Participant in accordance with DTC's MMI procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the City as soon as possible after the record date. The omnibus proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Bonds are credited on the record date (identified in a listing attached to the omnibus proxy).

As long as the book-entry system is in effect, redemption proceeds, principal and interest payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detailed information from the City or the Paying Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Direct and Indirect Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Direct and Indirect Participant and not of DTC, the Paying Agent, or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, principal and interest payments to Cede & Co. (or such other nominee as

may be requested by an authorized representative of DTC) is the responsibility of the City or the Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the City or the Paying Agent. Under such circumstances, in the event that a successor securities depository is not obtained, the Bond certificates are required to be printed and delivered.

The City may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, the Bond certificates will be printed and delivered to DTC.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the City believes to be reliable, but the City takes no responsibility for the accuracy thereof.

DEBT SERVICE REQUIREMENTS

The following table shows the debt service requirements for the Bonds for each fiscal year:

YEAR ENDING JUNE 30	PRINCIPAL	INTEREST	FISCAL YEAR TOTAL
_____	\$ _____	\$ _____	\$ _____
TOTAL:	\$ _____	\$ _____	\$ _____

SALT LAKE CITY, UTAH

CITY OFFICIALS

The City has a Council-Mayor form of government. The City Council consists of seven members, who are elected by voters within seven geographic districts of approximately equal population. The Mayor is elected at large by the voters of the City and is charged with the executive and administrative duties of the government.

The seven-member, part-time City Council is charged with the responsibility of performing the legislative functions of the City. The City Council performs three primary functions: it passes laws for the City, adopts the City budget and provides administrative oversight by conducting management and operational audits of City departments.

Term information concerning the Mayor and the members of the City Council is set forth below:

<u>OFFICE</u>	<u>DISTRICT</u>	<u>PERSON</u>	<u>YEARS IN SERVICE</u>	<u>EXPIRATION OF CURRENT TERM</u>
Mayor		Ralph Becker	2	January 2012
Council Chair	#6	JT Martin	2	January 2012
Council Vice Chair	#5	Jill Remington Love	8	January 2014
Council Member	#1	Carlton J. Christensen	12	January 2014
Council Member	#2	Van Blair Turner	10	January 2012
Council Member	#3	Stan Penfold	-	January 2014
Council Member	#4	Luke Garrott	2	January 2012
Council Member	#7	Søren D. Simonsen	4	January 2014

CITY ADMINISTRATION

The offices of Chief of Staff, City Attorney, City Recorder and City Treasurer are appointive offices.

David Everitt, Chief of Staff, was appointed to his position by Mayor Ralph Becker on January 7, 2008. He is an experienced educator and program manager, and he successfully managed Mayor Becker's 2007 mayoral race. David Everitt received his B.S. degree in Geology from the University of Washington and his Master's degree in Environment and Community from Antioch Seattle University. He co-founded an environmental consulting business ten years ago and has worked throughout the country for the last twelve years as an environmental educator and program supervisor.

Edwin P. Rutan, II, City Attorney, was appointed to his position in November 2002. Mr. Rutan received his J.D. degree from Harvard Law School in 1974 and his Bachelor of Arts degree from Columbia University in 1970. Mr. Rutan is admitted to the Utah and New York Bars and has nearly thirty years of wide-ranging legal experience. Prior to being appointed City

Attorney, he held a variety of positions at AT&T over eighteen years, most recently as a regional vice president for law and government affairs. Prior to that he was associated with the Debevoise & Plimpton law firm in New York City.

Christine Meeker, City Recorder, was appointed by Mayor Ralph Becker August 12, 2008. Ms. Meeker has been employed with Salt Lake City since November 1980. Ms. Meeker completed the Municipal Clerks Institute conducted by Continuing Education and Community Services, Weber State University, Ogden in November of 1995 received her Certified Municipal Clerk (CMC) designation and in September of 2006 she completed the Master Municipal Clerk Certificate (MMC) offered through the University of Utah.

Daniel A. Mulé, City Treasurer, was appointed to his position in June 1993. From April 1986 until his current appointment, Mr. Mulé was Deputy Treasurer for the City; and from April 1980 until April 1986 he served as Senior Auditor of Reporting for the City. Mr. Mulé holds an M.B.A. in Finance from the Boston College Graduate School of Management, and a B.S. degree in Business Administration from Villanova University.

EMPLOYEE WORKFORCE AND RETIREMENT SYSTEM; POSTEMPLOYMENT BENEFITS

Employee Workforce and Retirement System. The City currently employs approximately 2,660 full-time employees and approximately 290 hourly and part-time employees for a total employment of approximately 2,950 employees. The City participates in three cost-sharing multiple-employer public employee retirement systems and one multiple employer agent system which are defined benefit retirement plans covering public employees of the State and employees of participating local governmental entities. The systems are administered under the direction of the Utah State Retirement Board whose members are appointed by the Governor of Utah. See "APPENDIX A – SALT LAKE CITY CORPORATION FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED JUNE 30, 2009 – Notes to Financial Statements – Note 6 – Long-term obligations," "– Note 12 – Pension Plans" and "– Note 14 – Deferred Compensation Plans."

Postemployment Benefits. The Governmental Accounting Standards Board issued Statement 43, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*, and Statement 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*, which became effective for the City for its fiscal year ending June 30, 2008. The City contracted with an actuarial firm to provide the City with its estimated postemployment benefits liability. Such actuarial firm determined that the City's accrued actuarial liability for its postemployment benefits was \$88,848,000 at July 1, 2008. The other postemployment benefit ("OPEB") cost and annual required contribution for the year ended June 30, 2009 were \$8,186,000 and \$8,154,000, respectively. The City currently funds its OPEB costs on a pay-as-you-go basis and during the fiscal year ended June 30, 2009 contributed \$2,491,000. For additional information regarding the City's postemployment benefits see "APPENDIX A – SALT LAKE CITY CORPORATION FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED JUNE 30, 2009–Note 13–Other Postemployment Benefits."

POPULATION

YEAR	THE CITY	% INCREASE FROM PRIOR PERIOD	SALT LAKE COUNTY	% INCREASE FROM PRIOR PERIOD	THE STATE	% INCREASE FROM PRIOR PERIOD
2008 Estimate	181,698	(0.02)%	1,022,651	13.83%	2,736,424	22.54%
2000 Census	181,743	13.63	898,387	23.75	2,233,169	29.62
1990 Census	159,936	(1.90)	725,956	17.27	1,722,850	17.92
1980 Census	163,034	(7.31)	619,066	34.99	1,461,037	37.93
1970 Census	175,885	(7.16)	458,607	19.73	1,059,273	18.94
1960 Census	189,454	-	383,035	-	890,627	-

(Source: U.S. Census Bureau.)

PROPERTY VALUE OF PRE-AUTHORIZED CONSTRUCTION IN THE CITY

Year	NEW		ADDITIONS, ALTERATIONS AND REPAIRS		TOTAL CONSTRUCTION		
	Number Dwelling Units	Residential Value (\$000)	Non-residential Value (\$000)	Residential Value (\$000)	Non-residential Value (\$000)	Value (\$000)	% Change from Prior Period
2009	262	\$124,939.6	\$ 80,912.1	\$46,348.2	\$ 77,628.1	\$329,828.0	(43.2)
2008	508	156,110.9	289,111.1	29,438.6	105,808.0	580,468.6	13.0
2007	659	80,379.7	196,520.8	41,776.5	194,835.7	513,512.7	16.2
2006	310	47,442.9	181,304.3	41,807.7	171,432.7	441,987.6	(14.8)
2005	989	91,400.9	138,433.6	33,873.0	254,814.1	518,521.6	-

(Source: Bureau of Economic and Business Research, University of Utah.)

SALES AND BUILDING IN SALT LAKE COUNTY

SALES AND BUILDING	2008 ^(p)	2007	2006	2005	2004
Gross Taxable Sales (\$000s)	20,457,525	21,634,262	20,328,814	18,010,926	16,576,588
Permit Authorized Construction (\$000)	1,656,131	2,153,638	2,075,492	2,073,618	1,673,009
New Residential Building Permits	3,555	4,512	6,200	7,746	6,491
Residential Building Permit Value (\$000)	588,478	820,049	1,087,470	1,174,484	918,693

(p) Preliminary

(Source: Utah Department of Workforce Services.)

INCOME AND WAGES IN SALT LAKE COUNTY

<u>INCOME AND WAGES</u>	<u>2008</u> ^(p)	<u>2007</u> ^(p)	<u>2006</u>	<u>2005</u>	<u>2004</u>
Total Personal Income (\$Millions)	37,479.7	35,993.0	34,545.8	31,825.1	29,022.5
Per Capita Income	36,650	35,805	35,000	33,113	30,585
Average Family Income from IRS Returns	NA	62,447	62,142	57,801	53,944
Average Monthly Nonfarm Wage	3,470	3,406	3,212	3,063	2,956

(p) Preliminary

(Source: Utah Department of Workforce Services.)

BUSINESS AND INDUSTRY

TAXABLE SALES AND LOCAL OPTION SALES TAX ALLOCATION — THE CITY

<u>YEAR ENDED</u> <u>JUNE 30</u>	<u>GROSS TAXABLE</u> <u>SALES</u>	<u>% CHANGE OVER</u> <u>PRIOR YEAR</u>	<u>NET LOCAL SALES TAX</u> <u>ALLOCATIONS</u>	<u>% CHANGE OVER</u> <u>PRIOR YEAR</u>
2008	\$5,515,186,562	8.3%	\$46,400,880	3.0%
2007	5,090,395,126	11.7	45,066,434	8.6
2006	4,556,959,418	9.2	41,502,433	9.0
2005	4,174,740,826	5.7	38,078,950	6.8
2004	3,948,617,045	-	35,657,054	-

(Source: Utah State Tax Commission.)

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SEVERAL OF THE LARGEST EMPLOYERS IN SALT LAKE COUNTY

The following is a list of some of the largest employers in Salt Lake County.

FIRM NAME	APPROXIMATE NUMBER OF EMPLOYEES
University of Utah	20,000 +
Intermountain Health Care	15,000-19,999
State of Utah	10,000-14,999
Granite School District	5,000-9,999
Salt Lake County	5,000-9,999
Wal Mart	4,000-4,999
Jordan School District	4,000-4,999
Canyons School District	4,000-4,999
Salt Lake City School District	3,000-3,999
U.S. Postal Service	3,000-3,999
Delta Airlines	3,000-3,999
University of Utah	3,000-3,999
Salt Lake City Corporation	3,000-3,999
Zions First National Bank	3,000-3,999
Smith's Marketplace #7	2,000-2,999
L3 Communications Corp	2,000-2,999
Discover Products Inc	2,000-2,999
Associated Reg & Univ Pathology (ARUP)	2,000-2,999
Salt Lake Community College	2,000-2,999
Wells Fargo Bank N.A.	2,000-2,999
United Parcel Service	2,000-2,999
Skywest Airlines Inc	2,000-2,999

(Source: Utah Department of Workforce Services. As of September, 2009.)

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LABOR MARKET DATA OF SALT LAKE COUNTY

	<u>2008</u> ⁽¹⁾	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>
Labor Force	564,234	549,625	534,697	519,047	503,080
Employed	545,688	535,191	519,183	497,749	477,601
Unemployed	18,546	14,434	15,514	21,299	25,479
Rate	3.3%	2.6%	2.9%	4.1%	5.1%
Nonfarm Jobs	602,924	601,224	579,780	555,055	535,409
% Change Prior Year	0.3%	3.7%	4.5%	3.7%	1.4%
Mining	2,908	2,450	2,203	2,012	1,682
Construction	38,514	42,492	39,697	34,128	30,943
Manufacturing	55,323	55,775	53,385	51,138	50,235
Trade/Transportation/Utilities	125,980	125,060	120,294	117,178	114,096
Information	17,214	18,468	18,423	17,963	17,386
Financial Activities	49,436	49,816	47,299	44,719	43,418
Professional/Business Services	96,990	96,685	93,999	87,412	81,587
Education/Health/Social Services	61,097	57,845	54,973	53,610	51,418
Leisure/Hospitality	48,521	47,911	46,135	44,683	44,008
Other Services	18,818	18,734	18,140	17,786	17,527
Government	88,059	85,988	85,232	84,426	83,109
Total Establishments	37,677	37,727	37,887	35,975	33,990
Total Wages (\$Billions)	25,103.2	24,570.7	22,346.6	20,401.4	18,990.1

(1) Preliminary.

(Source: Utah Department of Workforce Services.)

RATE OF UNEMPLOYMENT — ANNUAL AVERAGE

<u>YEAR</u>	<u>SALT LAKE COUNTY</u>	<u>THE STATE</u>	<u>UNITED STATES</u>
2009	6.4%	6.7%	9.3%
2008	3.3	3.4	5.8
2007	2.6	2.7	4.6
2006	2.9	3.0	4.6
2005	4.1	4.2	5.1

(Source: Utah Department of Workforce Services; U.S. Department of Labor.)

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DEBT STRUCTURE OF SALT LAKE CITY, UTAH

For purposes of the information set forth under this section under the headings entitled “Outstanding Debt Issues,” “Debt Service Schedule of Outstanding General Obligation Bonds,” “Overlapping General Obligation Debt,” “Debt Ratios,” and “General Obligation Legal Debt Limit and Additional Debt Incurring Capacity,” the Bonds are considered issued and outstanding.

OUTSTANDING DEBT ISSUES (AS OF MARCH 1, 2010)

	AMOUNT OF ORIGINAL ISSUE	FINAL MATURITY DATE	PRINCIPAL OUTSTANDING
General Obligation Bonds:			
Series 1999 (Library Bonds)	\$81,000,000	6/15/2019	\$ 4,135,000
Series 2001 Refunding (Refund Series 1991)	22,650,000	6/15/2011	5,440,000
Series 2002 Building and Refunding (Refund portion of Series 1999)	48,855,000	6/15/2019	47,300,000
Series 2004A (Hogle Zoo & Tracy Aviary)	11,300,000	6/15/2024	9,140,000
Series 2009A (Open Space)	800,000	12/15/2018	750,000
Series 2009B (The Leonardo)	10,200,000	6/15/2029	10,200,000
Series 2010A (Public Safety Facilities)	25,000,000 ⁽¹⁾		<u>25,000,000</u>
Total			\$101,965,000
Redevelopment Agency Debt⁽¹⁾:			
Series 1990 Tax Increment (CAB)	\$24,268,008	3/1/2015	\$ 9,346,751
Series 2002A Tax Increment	16,190,000	3/1/2015	<u>5,835,000</u>
Total			\$15,181,751
Water and Sewer Revenue Bonds:			
Series 2004	\$30,955,000	2/1/2024	\$24,545,000
Series 2005	11,075,000	2/1/2025	8,120,000
Series 2008	14,800,000	2/1/2024	13,365,000
Series 2009 (Taxable)	6,300,000	2/1/2031	<u>6,300,000</u>
Total			\$52,330,000
Special Improvement District and Assessment Area Bonds:			
Series 2003 103009	\$ 1,217,000	12/1/2012	\$ 396,000
Series 2006 106024	472,000	2/1/2016	307,000
Series 2006 102004	294,000	6/1/2016	217,000
Series 2007 102112	316,000	12/1/2011	134,000
Series 2007 102113	76,000	12/1/2011	32,000
Series 2007 106018	376,000	6/1/2017	311,000
Series 2007 102109 & 102129	129,000	6/1/2017	106,000
Series 2008A 102119	246,000	6/1/2013	201,000
Series 2009A 102136	380,000	6/1/2013	302,000
Series 2009B 103006	1,263,000	9/1/2019	1,263,000
Series 2009C 102145 & 102146	396,000	9/1/2019	<u>396,000</u>
Total			\$3,665,000
Sales Tax Revenue Bonds:			
Series 2004 Refunding (Adjustable Rate)	\$17,300,000	6/1/2015	\$ 8,915,000
Series 2005A Refunding	47,355,000	10/1/2020	40,032,000
Series 2007A	8,590,000	10/1/2026	7,460,000
Series 2009A	36,240,000	10/1/2028	<u>35,260,000</u>
Total			\$91,667,000
Tax and Revenue Anticipation Notes:			
Series 2009	\$19,000,000	6/30/2010	\$19,000,000

(1) Although the Redevelopment Agency bonds are listed above, such bonds are issued by the Redevelopment Agency of Salt Lake City, a separate entity, and are not obligations of the City.

DEBT SERVICE SCHEDULE OF OUTSTANDING GENERAL OBLIGATION BONDS
(As of March 1, 2010)⁽¹⁾

Fiscal Year Ending June 30	Series 2010A		Outstanding General Obligation Bonds		Totals		Total Debt Service
	Principal	Interest	Principal	Interest	Total Principal	Total Interest	
2010	\$ -	\$ -	\$ 7,620,000	\$ 3,841,090	\$	\$	\$
2011			7,995,000	3,464,881			
2012			5,455,000	3,062,368			
2013			5,720,000	2,784,802			
2014			5,985,000	2,488,821			
2015			6,280,000	2,177,591			
2016			6,575,000	1,853,537			
2017			6,900,000	1,511,376			
2018			7,245,000	1,150,545			
2019			7,575,000	785,325			
2020			1,165,000	412,338			
2021			1,220,000	364,328			
2022			1,270,000	312,028			
2023			1,330,000	256,848			
2024			1,390,000	198,835			
2025			605,000	137,600			
2026			630,000	113,400			
2027			655,000	87,413			
2028			685,000	60,394			
2029			715,000	31,281			
Total	\$ _____	\$ _____	\$77,015,000	\$25,094,801	\$ _____	\$ _____	\$ _____

(1) For purposes of this schedule, the Bonds will be treated as issued and outstanding.

OTHER FINANCIAL CONSIDERATIONS

See “APPENDIX A – SALT LAKE CITY CORPORATION FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED JUNE 30, 2009 – Notes to the Financial Statements – Note 6-Long-Term Obligations.”

In a November 2003 bond election the voters of the City approved the issuance of \$42.2 million aggregate principal amount of other general obligation bonds for various purposes. The City has issued approximately \$22.3 million of general obligation bonds from such authorization. During this calendar year, the City plans to issue approximately \$15.3 million of the general obligation bonds authorized in November 2003 to acquire, construct, furnish and equip a multi-purpose regional sports, recreation and education complex and related facilities. Over the next few years, the City plans to issue the remaining amount of authorized and unissued general obligation bonds.

In the November 2009 bond election the voters of the City approved the issuance of \$125 million aggregate principal amount of general obligation bonds to provide a public safety administration and operations building, an emergency operations center, and related facilities. The Bonds are the first block of bonds to be issued from the November 2009 bond election. Over the next few years, the City plans to issue the remaining amount of authorized and unissued general obligation bonds from the November 2009 election.

Within the upcoming calendar year the City anticipates that it will issue up to \$32 million of its sales tax revenue bonds to fund certain infrastructure improvements.

Within the next year, the City has no plans to issue additional assessment area bonds.

The City has historically annual issued tax and revenue notes, including its \$19,000,000 Tax and Revenue Notes, Series 2009, which mature on June 30, 2009. The City anticipates that will issue approximately the same amount of tax and revenue notes this summer.

OVERLAPPING GENERAL OBLIGATION DEBT

<u>TAXING ENTITY</u> ⁽¹⁾	<u>2008 TAXABLE VALUE</u> ⁽²⁾	<u>CITY'S PORTION OF TAXABLE VALUE</u>	<u>CITY'S PERCENTAGE</u>	<u>ENTITY'S GENERAL OBLIGATION DEBT</u>	<u>CITY'S PORTION OF G.O. DEBT</u>
CUWCD(3)	\$124,829,570,032	\$20,821,558,105	16.7%	\$ _____	\$ _____
Salt Lake City School District	20,820,200,615	20,820,200,615	100.0	_____	_____
Salt Lake County	83,180,314,647	20,821,558,105	25.0	_____	_____
Total Overlapping General Obligation Debt					\$ _____
Total Overlapping General Obligation Debt					\$ _____
Total Direct General Obligation Bonded Indebtedness					_____
Total Direct and Overlapping General Obligation Debt					\$ _____

- (1) The State's general obligation debt is not included in overlapping debt because the State currently levies no property tax for payment of its general obligation bonds.
- (2) 2009 information is not available. Taxable Value used in this table *excludes* the taxable value used to determine uniform fees on tangible personal property. See "FINANCIAL INFORMATION REGARDING SALT LAKE CITY, UTAH — Property Tax Matters — *Uniform Fees*" and "FINANCIAL INFORMATION REGARDING SALT LAKE CITY, UTAH — Taxable and Fair Market Value of Property."
- (3) Central Utah Water Conservancy District ("CUWCD") encompasses all or a portion of ten State counties, including, among others, Salt Lake County. CUWCD's outstanding general obligation bonds are limited ad valorem tax bonds. By law, CUWCD may levy a tax rate of up to .000400 to pay for operation and maintenance expenses and any outstanding general obligation indebtedness.
- (Source: Property Tax Division, Utah State Tax Commission (as to Taxable Value).)

DEBT RATIOS

The following table sets forth the ratios of general obligation debt of the City and the taxing entities listed in the table above entitled "Overlapping General Obligation Debt" that is expected to be paid from taxes levied specifically for such debt (and not from other revenues) on the taxable value of property within Salt Lake City, the estimated fair market value of such property and the population of the City. The State's general obligation debt is not included in the

debt ratios because the State currently levies no property tax for payment of general obligation debt.

	COMPARED TO 2008 TAXABLE VALUE ⁽¹⁾	COMPARED TO 2008 ESTIMATED FAIR MARKET VALUE ⁽²⁾	COMPARED TO 2008 POPULATION ESTIMATE PER CAPITA ⁽³⁾
Direct General Obligation Debt%	...%	\$.....
Direct and Overlapping General Obligation Debt%	...%	\$.....

(1) Based on 2008 Taxable Value of \$20,820,200,615, which value *excludes* the taxable value used to determine uniform fees on tangible personal property.

(2) Based on an estimated 2008 Fair Market Value of \$27,627,479,804, which value *excludes* the taxable value used to determine uniform fees on tangible personal property.

(3) Based on a 2008 population estimate of 181,698 persons.

See “FINANCIAL INFORMATION REGARDING SALT LAKE CITY, UTAH — Property Tax Matters — *Uniform Fees*” and “FINANCIAL INFORMATION REGARDING SALT LAKE CITY, UTAH — Taxable and Fair Market Value of Property.”

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GENERAL OBLIGATION LEGAL DEBT LIMIT AND ADDITIONAL DEBT INCURRING CAPACITY

The general obligation indebtedness of the City is limited by State law to 8% of taxable property in the City (4% for general purposes and an additional 4% for sewer, water and electric purposes*) as computed from the last equalized assessment rolls for State or County purposes prior to incurring the debt. The legal debt limit and additional debt incurring capacity of the City are based on the estimated fair market value for 2008 and are calculated as follows:

Estimated 2008 Fair Market Value ⁽¹⁾			\$ _____
LEGAL DEBT MARGIN	GENERAL PURPOSES 4%	WATER, SEWER, AND LIGHTING 4%	TOTAL 8%
General Obligation Debt Limit	\$ _____	\$ _____	\$ _____
Less: Outstanding General Obligation Bonds	(_____)	_____ -	(_____)
Legal Debt Margin	\$ _____	\$ _____	\$ _____

* The full 8% may be used for water, sewer and electric purposes but if it is so used, then no general obligation bonds may be issued in excess of 8% for any purpose.

(1) For debt incurring capacity only, in computing the fair market value of taxable property in the City, the fair market value of all tax equivalent property (which value includes the taxable value used to determine uniform fees on tangible personal property) has been included as a part of the fair market value of the taxable property in the City.

NO DEFAULTED OBLIGATIONS

The City has never failed to pay principal of and interest on its financial obligations when due.

FINANCIAL INFORMATION REGARDING SALT LAKE CITY, UTAH

FUND STRUCTURE; ACCOUNTING BASIS

The accounts of the City are organized on the basis of funds, each of which is considered to be a separate accounting entity. The operations of each fund are accounted for by providing a separate set of self-balancing accounts that comprise its assets, liabilities, fund balance or net assets, revenues, and expenditures or expenses. The various funds are grouped by type in the basic financial statements.

Revenues and expenditures are recognized using the modified accrual basis of accounting in all governmental funds. Revenues are recognized in the accounting period in which they become both measurable and available. "Measurable" means that amounts can be reasonably determined within the current period. "Available" means that amounts are collectible within the current period or soon enough thereafter to be used to pay liabilities of the current period. The City uses two months as a cutoff for meeting the available criterion. Property taxes are considered "measurable" when levied and available when collected and held by Salt Lake County. Any amounts not available are recorded as deferred revenue. Franchise taxes are considered "measurable" when collected and held by the utility company, and are recognized as

revenue at that time. Other revenues that are determined to be susceptible to accrual include grants-in-aid earned and other intergovernmental revenues, charges for services, interest, assessments, interfund service charges, and proceeds of the sale of property. Assessments are recorded as receivables when assessed; however, they are reported as deferred revenue until the “available” criterion has been met. Sales and use taxes collected by the state and remitted to the City within the “available” time period are recognized as revenue. Revenues collected in advance are deferred and recognized in the period to which they apply.

In proprietary funds, revenues and expenses are recognized using the accrual basis of accounting. Revenues are recognized in the accounting period in which they are earned and become measurable, and expenses are recognized in the period incurred.

FINANCIAL CONTROLS

The City utilizes a computerized financial accounting system which includes a system of budgetary controls. State law requires budgets to be controlled by individual departments, but the City also maintains computerized control by major categories within departments. These computerized controls are such that a requisition cannot be entered into the purchasing system unless the appropriated funds are available. The system checks for sufficient funds again, prior to the purchase order being issued, and again before the payment check is issued. Voucher payments are also controlled by the computer for sufficient appropriations.

BUDGET AND APPROPRIATION PROCESS

The budget and appropriation process of the City is governed by the Uniform Fiscal Procedures Act for Utah Cities, Title 10, Chapter 6 of the Utah Code (the “*Fiscal Procedures Act*”). Pursuant to the Fiscal Procedures Act, the budget officer of the City is required to prepare budgets for the General Fund, Special Revenue Funds, Debt Service Funds and Capital Improvement Fund. These budgets are to provide a complete financial plan for the budget (ensuing fiscal) year. Each budget is required to specify, in tabular form, estimates of anticipated revenues and appropriations for expenditures. Under the Fiscal Procedures Act, the total of anticipated revenues must equal the total of appropriated expenditures.

On or before the first regular meeting of the City Council in May of each year, the budget officer is required to submit to the City Council tentative budgets for all funds for the Fiscal Year commencing July 1. Various actual and estimated budget data are required to be set forth in the tentative budgets. The budget officer may revise the budget request submitted by the heads of City departments, but must file these submissions with the City Council together with the tentative budget. The budget officer is required to estimate in the tentative budget the revenue from nonproperty tax sources available for each fund and the revenue from general property taxes required by each fund. The tentative budget is then provisionally adopted by the City Council, with any amendments or revisions that the City Council deems advisable prior to the public hearings on the tentative budget. After public notice and hearing, the tentative budget is adopted by the City Council, subject to further amendment or revisions by the City Council prior to adoption of the final budget.

Prior to June 22nd of each year, the final budgets for all funds are adopted by the City Council. The Fiscal Procedures Act prohibits the City Council from making any appropriation in the final budget of any fund in excess of the estimated expendable revenue of such fund. The adopted final budget is subject to amendment by the City Council during the fiscal year. However, in order to increase the budget total of any fund, public notice and hearing must be provided. Intra- and inter-department transfers of appropriation balances are permitted upon compliance with the Fiscal Procedures Act.

The amount set forth in the final budget as the total amount of estimated revenue from property taxes constitutes the basis for determining the property tax levy to be set by the City Council for the current tax year and succeeding fiscal year.

INSURANCE COVERAGE

The City is self-insured for general liability claims, except for liability incurred at the Salt Lake International Airport (the "*Airport*"). The Airport liability policy has a limit of \$500 million with no deductible. The Governmental Immunity Fund (an internal service fund) has been established to pay liability claims other than those of the Airport, along with certain City Attorney expenses. The City has an all-risk property insurance policy that has a limit of \$500 million with a \$100,000 deductible. The policy includes (a) \$100 million for the Salt Lake City International Airport and \$50 million in earthquake coverage for all other locations, (b) \$100 million in flood coverage for facilities that are located outside the standard report zone, and (c) boiler and machine coverage to policy limit with a \$25,000 deductible. The City Treasurer is covered under a \$10,000,000 bond with no deductible. The City also has (i) public employee dishonesty insurance (an employee blanket bond) with a \$1 million limit per occurrence and a \$50,000 deductible, (ii) a forgery or alteration policy with a \$25,000 limit and a \$500.00 deductible, and (iii) a theft, disappearance, and destruction policy with a limit of \$25,000 and a \$500.00 deductible. The City carries workers' compensation insurance of \$40 million and a \$1.5 million self-insured retention. The City is self-insured for property loss above the limits and below the deductibles. The operating departments of the General Fund or proprietary funds assume financial responsibility for risk retained by the City for property damage. Further, the City is self-insured for employee long-term disability, unemployment, and workers' compensation. The Risk Management Fund (an internal service fund) has been established to pay these claims along with health insurance premiums and certain administrative expenses. Unless otherwise renewed, all policies discussed above will expire on June 30, 2010.

INVESTMENT POLICY

City Policy. It is the policy of the City to invest public funds in accordance with the principles of sound treasury management and in compliance with State and local laws, regulations, and other policies governing the investment of public funds, specifically, according to the terms and conditions of the State Money Management Act of 1974 and Rules of the State Money Management Council as currently amended (the "*Money Management Act*"), and the City's own written investment policy. The following investment objectives, in order of priority, are met when investing public funds: safety of principal, need for liquidity, and maximum yield on investments consistent with the first two objectives.

The City may use investment advisers to conduct investment transactions on its behalf as permitted by the Money Management Act and local ordinance or policy. Investment advisers must be certified by the Director of the Utah State Division of Securities of the Department of Commerce (the "*Director*"). Broker/dealers and agents who desire to become certified dealers must be certified by the Director and meet the requirements of the Money Management Act. Only qualified depositories as certified by Utah's Commissioner of Financial Institutions are eligible to receive and hold deposits of public funds. The State Money Management Council issues a quarterly list of certified investment advisers, certified dealers, and qualified depositories authorized by State statute to conduct transactions with public treasurers. Transactions involving authorized deposits or investments of public funds may be conducted only through issuers of securities authorized by Section 51-7-11(3) of the Utah Code, qualified depositories included in the current State list, and certified dealers included in the current state list. The City Treasurer must take delivery of all investments purchased, including those purchased through a certified investment adviser. This may be accomplished by the City Treasurer taking physical delivery of the security or delivering the security to a bank or trust company designated by the City Treasurer for safekeeping. The City Treasurer may use a qualified depository bank for safekeeping securities or maintain an account with a money center bank for the purpose of settling investment transactions and safekeeping and collecting those investments.

City policy provides that not more than 25% of total City funds or 25% of the qualified depository's allotment, whichever is less, can be invested in any one qualified depository. Not more than 20% of total City funds may be invested in any one certified out-of-state depository institution. However, there is no limitation placed on the amount invested with the Utah Public Treasurer's Investment Fund ("*PTIF*") and other money market mutual funds, provided that the overall standards of investments achieve the City's policy objectives.

All funds pledged or otherwise dedicated to the payment of interest on and principal of bonds or notes issued by the City are invested in accordance with the terms and borrowing instruments applicable to such bonds or notes. City policy also provides that the remaining term to maturity of an investment may not exceed the period of availability of the funds invested. The investment of City funds cannot be of a speculative nature.

The City's entire portfolio is currently in compliance with all of the provisions of the Money Management Act.

The Utah Public Treasurers' Investment Fund. The PTIF is a local government investment fund, established in 1981, and managed by the State Treasurer. Currently, the City has approximately \$500 million on deposit in the PTIF, representing a substantial portion of the City's funds. All investments in the PTIF must comply with the Money Management Act and rules of the State Money Management Council. The PTIF invests primarily in money market securities. Securities in the PTIF include certificates of deposit, commercial paper, short-term corporate notes, obligations of the U.S. Treasury and securities of certain agencies of the federal government. By policy, the maximum weighted average adjusted life of the portfolio is not to exceed 90 days and the maximum final maturity of any security purchased by the PTIF is limited to five years. Safekeeping and audit controls for all investments owned by the PTIF must comply with the Money Management Act.

All securities purchased are delivered versus payment to the custody of the State Treasurer or the State Treasurer's safekeeping bank, assuring a perfected interest in the securities. Securities owned by the PTIF are completely segregated from securities owned by the State. The State has no claim on assets owned by the PTIF except for any investment of State moneys in the PTIF. Deposits are not insured or otherwise guaranteed by the State.

Investment activity of the State Treasurer in the management of the PTIF is reviewed monthly by the State Money Management Council and is audited by the State Auditor.

The information in this section concerning the current status of the PTIF has been obtained from sources the City believes to be reliable, but the City takes no responsibility for the accuracy thereof.

See "APPENDIX A – SALT LAKE CITY CORPORATION FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED JUNE 30, 2009 – Notes to the Financial Statements – Note 2 – Cash, Cash Equivalents and Investments" below.

PROPERTY TAX MATTERS

The Property Tax Act, Title 59, Chapter 2 of the Utah Code (the "*Property Tax Act*") provides that all taxable property is required to be assessed and taxed at a uniform and equal rate on the basis of its "fair market value" as of January 1 of each year, unless otherwise provided by law. "Fair market value" is defined in the Property Tax Act as "the amount at which property would change hands between a willing buyer and a willing seller, neither being under any compulsion to buy or sell and both having reasonable knowledge of the relevant facts." Pursuant to an exemption for residential property provided for under the Property Tax Act and Article XIII of the State Constitution, the "fair market value" of residential property is reduced by 45%. The residential exemption is limited to one acre of land per residential unit and to one primary residence per household, except that an owner of multiple residential properties may exempt his or her primary residence and each residential property that is the primary residence of a tenant.

The Property Tax Act provides that the Utah State Tax Commission (the "*State Tax Commission*") shall assess certain types of property ("*centrally-assessed property*"), including (i) properties that operate as a unit across county lines that must be apportioned among more than one county or state, (ii) public utility (including railroad) properties, (iii) airline operating properties, (iv) geothermal resources and (v) mines, mining claims and appurtenant machinery, facilities and improvements. All other taxable property ("*locally-assessed property*") is required to be assessed by the county assessor of the county in which such locally-assessed property is located. Each county assessor must update property values annually based upon a systematic review of current market data. Each county assessor must also complete a detailed review of property characteristics for each parcel of property at least once every five years. The Property Tax Act requires that the State Tax Commission conduct an annual investigation in each county to determine whether all property subject to taxation is on the assessment rolls and whether the property is being assessed at its "fair market value."

The State Tax Commission and the county assessors utilize various valuation methods, as determined by statute, administrative regulation or accepted practice, to determine the “fair market value” of taxable property.

Uniform Fees. An annual statewide uniform fee is levied on tangible personal property in lieu of the ad valorem tax. The uniform fee is based on the value of motor vehicles, watercraft, recreational vehicles, and all other tangible personal property required to be registered with the State. The current uniform fee is established at 1.5% of the fair market value of motor vehicles that weigh 12,001 pounds or more, watercraft, recreational vehicles and all other tangible personal property required to be registered with the State, excluding exempt property such as aircraft and property subject to a fixed age-based fee. The uniform fee for motor homes is 1.0%. The uniform fee for aerial applicators is 0.2% and the uniform fee for all other aircraft is 0.4%. Motor vehicles weighing 12,000 pounds or less are subject to an age-based fee that is due each time the vehicle is registered. The age-based fee is for passenger type vehicles and ranges from \$5 to \$150, depending on the age of the vehicle. Recreation vehicles (except motor homes), motorcycles, watercraft (except large watercraft), snowmobiles and certain small motor vehicles required to be registered with the State are subject to an aged-based fee that ranges from \$10 to \$700, depending on the age of the vehicle. The revenues collected from the various uniform fees are distributed by the county to the taxing entity in which the property is located in the same proportion in which revenue collected from ad valorem real property tax is distributed.

Property Tax Valuation Agency Fund. The State Legislature authorizes a multicounty assessing and collecting levy of up to .0002 per dollar of taxable value of taxable property, to fund a Property Tax Valuation Agency Fund (the “PTVAF”). The purpose of the multicounty assessing and collecting levy is to promote the accurate valuation of property, the establishment and maintenance of uniform assessment levels within and among counties, and the efficient administration of the property tax system, including the costs of assessment, collection and distribution of property taxes. Disbursement of money from the PTVAF to each county is based on statutory qualification and requirements. Additionally, each county must levy an additional property tax of at least .0003 per dollar of taxable value as a county assessing and collecting levy in order to receive funds from the PTVAF. If necessary, a county may levy an additional tax to fund (i) state mandated actions and (ii) reappraisal programs.

TAX LEVY AND COLLECTION

The State Tax Commission must assess all centrally-assessed property by May 1 of each year. County assessors must assess all locally-assessed property before May 22 of each year. The State Tax Commission apportions the value of centrally-assessed property to the various taxing entities within each county and reports such values to county auditors before June 8. The governing body of each taxing entity must adopt a proposed tax rate or, if the tax rate is not more than the certified tax rate, a final tax rate, before June 22. County auditors must forward to the State Tax Commission a statement prepared by the legislative body of each taxing entity showing the amount and purpose of each levy. Upon determination by the State Tax Commission that the tax levies comply with applicable law and do not exceed maximum permitted rates, the State Tax Commission notifies county auditors to implement the levies. If

the State Tax Commission determines that a tax levy established by a taxing entity exceeds the maximum levy permitted by law, the State Tax Commission must lower the levy to the maximum levy permitted by law, notify the taxing entity that the rate has been lowered and notify the county auditor (of the county in which the taxing entity is located) to implement the rate established by the State Tax Commission.

On or before July 22 of each year, the county auditors must mail to all owners of real estate shown on their assessment rolls notice of, among other things, the value of the property, itemized tax information for all taxing entities and the date their respective county boards of equalization will meet to hear complaints. Taxpayers owning property assessed by a county assessor may file an application within statutorily defined time limits based on the nature of the contest with the appropriate county board of equalization for the purpose of contesting the assessed valuation of their property. The county board of equalization must render a decision on each appeal in the time frame prescribed by the Property Tax Act. Under certain circumstances, the county board of equalization must hold a hearing regarding the application, at which the taxpayer has the burden of proving that the property sustained a decrease in fair market value. Decisions of the county board of equalization may be appealed to the State Tax Commission, which must decide all appeals relating to real property by May 1 of the following year. Owners of centrally-assessed property, or any county with a showing of reasonable cause, may, on or before the later of June 1 or a day within 30 days of the date the notice of assessment is mailed by the State Tax Commission, apply to the State Tax Commission for a hearing to contest the assessment of centrally-assessed property. The State Tax Commission must render a written decision within 120 days after the hearing is completed and all post-hearing briefs are submitted. The county auditor makes a record of all changes, corrections and orders, and delivers before November 1 the corrected assessment rolls to the county treasurers. By November 1, each county treasurer furnishes to each taxpayer a notice containing the kind and value of the property assessed to the taxpayer, the street address of the property, where applicable, the amount of the tax levied on the property and the year the property is subject to a detailed review.

Taxes are due November 30, or if November 30 falls on a Saturday, Sunday or holiday, the next business day. Each county treasurer is responsible for collecting all taxes levied on real property within that county. There are no prior claims to such taxes. As taxes are collected, each county treasurer must pay to the State and each taxing entity within the county its proportionate share of the taxes, on or before the tenth day of each month. Delinquent taxes are subject to a penalty of 2% of the amount of the taxes or \$10, whichever is greater. Unless the delinquent taxes and penalty are paid before January 16 of the following year, the amount of delinquent taxes and penalty bears interest at the federal funds rate target established by the Federal Open Markets Committee plus 6% from the January 1 following the delinquency date until paid. If delinquent taxes have not been paid by March 15 following the lapse of four years from the delinquency date, the affected county advertises and sells the property at a final tax sale held in May or June of the fifth year after assessment.

The process described above changes if a county or other taxing entity proposes a tax rate in excess of the certified tax rate (as described under "Public Hearing on Certain Tax Increases" below). If such an increase is proposed, the taxing entity must adopt a proposed tax rate before June 22. In addition, the county auditor must include certain information in the notices to be

mailed by July 22, as described in the preceding paragraph, including information concerning the tax impact of the proposed increase on the property and the time and place of the public hearing described in “Public Hearing on Certain Tax Increases.” In most cases, notice of the public hearing must also be advertised by publication. After the public hearing is held, the taxing entity may adopt a resolution levying a tax in excess of the certified tax rate. A resolution levying a tax in excess of the certified tax rate must be forwarded to the county auditor by August 17. The final tax notice is then mailed by November 1.

PUBLIC HEARING ON CERTAIN TAX INCREASES

Each taxing entity that proposes to levy a tax rate that exceeds the “certified tax rate” may do so, by resolution, only after holding a properly noticed public hearing. Generally, the certified tax rate is the rate necessary to generate the same property tax revenue that the taxing entity collected for the prior year, exclusive of collections from interest and penalties. For purposes of calculating the certified tax rate, county auditors are to use the taxable value of property on the assessment rolls, exclusive of new growth. New growth is any increase in taxable value of the taxing entity from the previous calendar year to the current year less the amount of increase to locally-assessed real property taxable values resulting from factoring, reappraisal, other adjustments, or changes in the method of apportioning taxable value. With certain exceptions, the certified tax rate for the minimum school levy, debt service voted on by the public, and certain state and county assessing and collecting levies are the actual levies imposed for such purposes and no hearing is required for these levies.

On or before July 22 of the year in which such an increase is proposed, notice of the public hearing must be mailed to all property owners and, in most cases, must be advertised electronically and by publication. The notice of the hearing must state, among other things, the value of the property, the time and place of the public hearing, and the tax impact of the proposed increase.

SOURCES OF GENERAL FUND REVENUES

Set forth below are brief descriptions of the various sources of revenues available to the City’s general fund. The percentage of total general fund revenues represented by each source is based on the City’s audited June 30, 2009 fiscal year period:

General property taxes – Approximately 35% of general fund revenues are from general property taxes.

Sales, use and excise taxes – Approximately 25% of general fund revenues are from sales, use and excise taxes.

Franchise taxes – Approximately 14% of general fund revenues are from franchise taxes.

Licenses and Permits – Approximately 9% of general fund revenues are from licenses.

Interfund service charges – Approximately 5% of general fund revenues are from interfund service charges.

Fines and forfeitures – Approximately 3% of general fund revenues are from fines and forfeitures.

Charges for Services – Approximately 2% of general fund revenues are from charges for services.

Intergovernmental – Approximately 2% of general fund revenues are from other governmental entities.

Parking ticket – Approximately 2% of general fund revenues are from parking tickets.

Interest – Approximately 1% of general fund revenues are from interest income.

Parking meter – Approximately 1% of general fund revenues are from parking meters.

Contributions – Less than 1% of general fund revenues are from contributions.

Miscellaneous – Less than 1% of general fund revenues are from miscellaneous revenues.

FIVE-YEAR FINANCIAL SUMMARIES

The summaries contained herein were extracted from the City's financial statements for the fiscal years ended June 30, 2005 through June 30, 2009. The summaries are unaudited. See also "APPENDIX A – SALT LAKE CITY CORPORATION FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED JUNE 30, 2009."

SALT LAKE CITY CORPORATION, UTAH
STATEMENT OF NET ASSETS — GOVERNMENTAL ACTIVITIES
FISCAL YEARS ENDED JUNE 30, 2005 THROUGH 2009

	FISCAL YEAR ENDED JUNE 30				
	<u>2009</u>	<u>2008</u>	<u>2007</u>	<u>2006</u>	<u>2005</u>
ASSETS:					
Current assets:					
Cash, and cash equivalents					
Unrestricted	\$ 93,964,462	\$ 99,596,352	\$ 97,526,118	\$ 91,726,937	\$105,781,862
Restricted	45,672,231	7,072,204	2,974,147	3,391,095	7,698,066
Receivables:					
Property, franchise and excise taxes	81,901,632	80,636,133	77,269,602	76,883,419	73,046,038
Assessments	1,822,336(4)	2,626,041(3)	3,588,908(2)	1,511,457(1)	1,673,774(1)
Loans and other receivables	7,838,168	10,024,243(7)	10,017,681(6)	6,797,813(5)	41,809,568(5)
Due from other governments	1,712,059	1,166,274	1,707,670	2,850,086	3,105,222
Other, principally accrued interest	946,565	1,059,462	1,198,139	1,092,624	1,024,948
Prepaid Expenses	-	-	-	46,835	199,906
Inventories	658,431	942,035	591,923	515,374	424,746
Internal balances	<u>841,805</u>	<u>(34,090)</u>	<u>46,472</u>	<u>112,939</u>	<u>(162,133)</u>
Total current assets	<u>235,357,689</u>	<u>203,088,654</u>	<u>194,920,660</u>	<u>184,928,579</u>	<u>234,601,997</u>
Noncurrent assets:					
Property and equipment, at cost:					
Land and water rights	179,036,321	175,224,789	172,323,058	169,070,674	165,329,841
Infrastructure	249,800,326	239,793,367	235,492,174	230,046,330	219,948,512
Buildings	202,981,542	198,800,307	199,842,791	197,654,596	211,679,858
Improvements other than buildings	35,491,186	30,773,120	28,884,422	26,456,777	37,900,135
Machinery and equipment	86,752,879	85,945,995	79,639,195	77,087,913	73,910,695
Construction in progress	20,417,543	14,100,072	15,966,226	16,343,572	14,254,627
Accumulated depreciation	<u>(208,457,181)</u>	<u>(199,490,880)</u>	<u>(188,989,772)</u>	<u>(179,064,918)</u>	<u>(190,151,391)</u>
Net property and equipment	566,022,616	545,146,770	543,158,094	537,594,944	532,872,277
Bond issue costs	1,225,745(12)	876,962(11)	862,493(10)	990,541(9)	1,169,950(8)
Land and buildings held for resale	-	-	-	-	313,799
Total noncurrent assets	<u>567,248,361</u>	<u>546,023,732</u>	<u>544,020,587</u>	<u>538,585,485</u>	<u>534,356,026</u>
Total assets	<u>\$802,606,050</u>	<u>\$749,112,386</u>	<u>\$738,941,247</u>	<u>\$723,514,064</u>	<u>\$768,958,023</u>

- (1) Including \$275,361 of delinquent assessments.
- (2) Including \$202,939 of delinquent assessments.
- (3) Including \$140,984 of delinquent assessments.
- (4) Including \$242,722 of delinquent assessments.
- (5) Less allowance for doubtful accounts of \$4,040,726.
- (6) Less allowance for doubtful accounts of \$1,443,314.
- (7) Less allowance for doubtful accounts of \$140,984.
- (8) Less accumulated amortization of \$1,345,570.
- (9) Less accumulated amortization of \$1,424,800.
- (10) Less accumulated amortization of \$1,752,068.
- (11) Less accumulated amortization of \$1,662,231.
- (12) Less accumulated amortization of \$1,752,582.

(Source: Information is taken from the City's audited financial statements. This summary itself has not been audited.)

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SALT LAKE CITY CORPORATION, UTAH
STATEMENT OF NET ASSETS — GOVERNMENTAL ACTIVITIES
FISCAL YEARS ENDED JUNE 30, 2005 THROUGH 2009
(continued)

	FISCAL YEAR ENDED JUNE 30				
	<u>2009</u>	<u>2008</u>	<u>2007</u>	<u>2006</u>	<u>2005</u>
LIABILITIES:					
Current liabilities:					
Accounts payable	\$ 8,521,469	\$ 5,419,354	\$ 5,639,370	\$ 5,710,170	\$ 6,276,279
Accrued liabilities	10,239,231	10,201,390	9,941,357	13,612,799	16,062,580
Current portion of long-term compensation liability	1,838,461	2,119,125	2,121,942	1,869,362	1,620,189
Current portion of estimated claims payable	3,261,403	2,125,380	2,892,081	-	-
Current portion of long-term debt:					
Payable from unrestricted assets	17,209,029	13,807,859	12,930,970	12,528,870	23,593,571
Special assessment debt with governmental commitment	434,000	349,000	349,000	311,000	311,000
Deferred revenue	67,705,511	66,089,635	64,054,850	62,554,507	60,668,551
Unearned revenue	218,599	218,599	218,599	-	-
Other liabilities payable from restricted assets	299,567	350,348	302,074	338,774	563,708
Current deposits and advance rentals	<u>1,120,473</u>	<u>1,706,758</u>	<u>1,612,229</u>	<u>1,381,783</u>	<u>1,211,615</u>
Total current liabilities	<u>110,847,743</u>	<u>102,387,448</u>	<u>100,062,472</u>	<u>98,307,265</u>	<u>110,307,493</u>
Noncurrent liabilities:					
Long-term compensation liability	15,705,210	20,252,938	15,991,475	14,156,047	14,523,078
Other post employment benefits	7,692,000	-	-	-	-
Estimated claims payable	4,462,322	4,662,976	4,491,766	-	-
Bonds payable	160,635,419	126,117,660	128,763,303	139,122,296	148,677,689
Notes payable	1,909,982	3,691,996	2,542,078	2,931,865	3,269,518
Notes payable from restricted assets	<u>430,393</u>	<u>393,133</u>	<u>1,129,228</u>	<u>1,043,569</u>	<u>126,799</u>
Total noncurrent liabilities	<u>190,835,326</u>	<u>155,118,703</u>	<u>152,917,850</u>	<u>157,253,777</u>	<u>166,597,084</u>
Total liabilities	<u>301,683,069</u>	<u>257,506,151</u>	<u>252,980,322</u>	<u>255,561,042</u>	<u>276,904,577</u>
NET ASSETS:					
Invested in capital assets, net of related debt	385,403,793	400,787,122	398,306,008	382,647,885	358,063,650
Restricted for:					
Capital projects	7,201,928	7,201,928	7,201,928	7,201,928	7,201,928
Debt service	23,633	2,753,670	1,370,067	528,366	554,266
Unrestricted	<u>108,293,627</u>	<u>80,863,515</u>	<u>79,082,921</u>	<u>77,574,843</u>	<u>126,233,602</u>
Total net assets	<u>500,922,981</u>	<u>491,606,235</u>	<u>485,960,924</u>	<u>467,953,022</u>	<u>492,053,446</u>
Total liabilities and net assets	<u>\$802,606,050</u>	<u>\$749,112,386</u>	<u>\$738,941,246</u>	<u>\$723,514,064</u>	<u>\$768,958,023</u>

(Source: Information is taken from the City's audited financial statements. This summary itself has not been audited.)

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SALT LAKE CITY CORPORATION, UTAH
BALANCE SHEET — GOVERNMENTAL FUNDS — GENERAL FUND
FISCAL YEARS ENDED JUNE 30, 2005 THROUGH 2009
Unaudited

ASSETS AND OTHER DEBITS	<u>2009</u>	<u>2008</u>	<u>2007</u>	<u>2006</u>	<u>2005</u>
Assets:					
Cash and cash equivalents	\$ 23,135,486	\$ 27,286,652	\$ 33,584,098	\$ 29,016,359	\$ 31,163,138
Receivables:					
Property, franchise and excise taxes	81,747,405	80,072,093	76,723,523	76,586,009	72,634,279
Other, principally accrued interest	469,434	565,127	673,173	519,164	486,679
Restricted Assets:					
Cash and cash equivalents	<u>281,325</u>	<u>202,798</u>	—	—	—
Total Assets and Other Debits	<u>\$105,633,650</u>	<u>\$108,126,670</u>	<u>\$110,980,794</u>	<u>\$106,121,532</u>	<u>\$104,284,096</u>
LIABILITIES AND FUND BALANCE					
Liabilities:					
Accounts payable	\$ 2,433,248	\$ 2,208,039	\$ 2,266,539	\$ 1,533,685	\$ 1,885,368
Accrued liabilities	10,358,992	10,894,783	10,960,630	7,643,370	11,283,095
Current deposits and advance rentals	1,120,473	1,706,758	1,442,229	1,381,783	1,211,615
Deferred Revenue	<u>67,462,190</u>	<u>65,179,942</u>	<u>63,751,014</u>	<u>63,983,151</u>	<u>60,745,866</u>
Total liabilities	<u>81,374,903</u>	<u>79,989,522</u>	<u>78,420,412</u>	<u>74,541,989</u>	<u>75,125,944</u>
Fund Balances:					
Reserved for encumbrances	1,931,020	4,339,784	3,587,310	2,818,341	2,526,885
Reserved for restricted assets	281,325	202,798	—	—	—
Unreserved and undesignated	<u>22,046,402</u>	<u>23,594,566</u>	<u>28,973,072</u>	<u>28,761,202</u>	<u>26,631,267</u>
Total fund balance	<u>24,258,747</u>	<u>28,137,148</u>	<u>32,560,382</u>	<u>31,579,543</u>	<u>29,158,152</u>
Total Liabilities and Fund Balance	<u>\$105,633,650</u>	<u>\$108,126,670</u>	<u>\$110,980,794</u>	<u>\$106,121,532</u>	<u>\$104,284,096</u>

(Source: The City's Comprehensive Annual Financial Report for the indicated years. The summary above has not been audited.)

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SALT LAKE CITY CORPORATION, UTAH
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE — GENERAL FUND
FISCAL YEARS ENDED JUNE 30, 2005 THROUGH 2009
Unaudited

Revenues And Expenditures	<u>2009</u>	<u>2008</u>	<u>2007</u>	<u>2006</u>	<u>2005</u>
Revenues:					
General property tax	\$ 66,237,313	\$ 67,447,285	\$ 65,789,159	\$ 63,305,389	\$ 64,472,863
Sales, use and excise taxes	47,303,903	51,367,198	49,776,316	47,112,848	42,756,404
Franchise taxes	26,318,421	28,079,172	25,959,198	23,929,112	23,194,439
Licenses	7,861,188	7,326,445	6,577,602	5,778,560	5,505,104
Permits	9,826,201	8,426,311	6,968,884	7,293,312	6,145,379
Fines and forfeitures	6,541,816	5,640,355	5,996,072	6,256,430	5,655,903
Interest	2,309,596	3,297,603	4,710,321	3,468,103	2,329,996
Intergovernmental	4,761,925	4,785,830	4,504,348	4,146,447	4,367,262
Interfund service charges	9,509,226	9,447,942	9,542,111	8,863,782	8,689,335
Parking meter collections	1,646,261	1,663,959	1,539,771	1,453,619	1,288,058
Parking tickets	3,969,193	3,102,615	2,908,621	3,135,240	3,669,078
Charges for services	4,294,227	4,034,101	4,034,270	3,471,720	3,551,387
Contributions	19,750	1,537,882 ¹	11,738	19,134	11,541
Miscellaneous	<u>593,688</u>	<u>534,167</u>	<u>575,758</u>	<u>599,938</u>	<u>427,768</u>
Total Revenues	<u>191,192,708</u>	<u>196,690,865</u>	<u>188,894,169</u>	<u>178,833,634</u>	<u>172,064,517</u>
Expenditures:					
City Council	1,777,148	2,174,025	1,685,830	1,519,339	1,541,482
Mayor	1,910,635	1,768,023	1,616,798	1,557,688	1,459,969
City Attorney	4,662,167	4,310,171	3,942,728	3,285,362	2,925,101
Management Services	11,819,338	11,009,323	10,338,818	9,571,631	9,252,380
Fire	33,033,125	32,586,766	30,465,825	29,154,366	27,322,150
Police	54,178,976	54,649,054	50,337,858	47,154,868	44,883,262
Community & Econ Dev.	14,012,246	12,392,791	9,154,961	7,985,677	7,567,313
Public Services	36,899,117	38,678,986	36,225,500	34,912,298	32,756,205
Nondepartmental	<u>16,479,624</u>	<u>14,832,256</u>	<u>13,553,596</u>	<u>12,725,490</u>	<u>12,291,477</u>
Total Expenditures	<u>174,772,376</u>	<u>172,401,395</u>	<u>157,321,914</u>	<u>147,866,719</u>	<u>139,999,339</u>
Revenues Over Expenditures	<u>16,420,332</u>	<u>24,289,470</u>	<u>31,572,255</u>	<u>30,966,915</u>	<u>32,065,178</u>
Other Financing Sources (Uses):					
Proceeds from sale of property	465,433	603,264	560,462	423,507	393,043
Transfers in	6,138,963	1,952,048	1,791,470	2,056,962	1,628,762
Transfers out	<u>(26,903,129)</u>	<u>(31,268,016)</u>	<u>(32,943,348)</u>	<u>(31,025,993)</u>	<u>(26,343,272)</u>
Total Other Financing Sources (Uses)	<u>(20,298,733)</u>	<u>(28,712,704)</u>	<u>(30,591,416)</u>	<u>(28,545,524)</u>	<u>(24,321,467)</u>
Net Change in Fund Balances	(3,878,401)	(4,423,234)	980,839	2,421,391	7,743,711
Fund Balance Prior Year (July 1)	<u>28,137,148</u>	<u>32,560,382</u>	<u>31,579,543</u>	<u>29,158,152</u>	<u>21,414,441</u>
Fund Balance Year End (June 30)	<u>\$24,258,747</u>	<u>\$28,137,148</u>	<u>\$32,560,382</u>	<u>\$31,579,543</u>	<u>\$29,158,152</u>

(Source: The City's Comprehensive Annual Financial Report for the indicated years. This summary has not been audited.)

¹ During fiscal year 2008, the State transferred responsibility of maintaining two State roads, 1300 East and North Temple, to Salt Lake City. As a result of the negotiations, the State contributed \$1,504,149 to the City to help defray the costs of maintaining these two roads for a period of time.

HISTORICAL CITY TAX RATES

PURPOSE	TAX RATE				
	2009	2008	2007	2006	2005
General Purposes	0.003349	0.002869	0.002925	0.003390	0.003866
General Purposes Judgment	-	-	-	-	-
Interest & Sinking Fund	0.000530	0.000430	0.000458	0.000537	0.000622
Interest & Sinking Fund Judgment	-	-	-	0.000013	0.000004
Library	0.000760	0.000618	0.000657	0.000762	0.000869
Library Judgment	-	-	-	0.000018	0.000007
Judgment Recover	<u>0.000017</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total Levy	0.004656	0.003917	0.004040	0.004720	0.005368

COMPARATIVE PROPERTY TAX RATES WITHIN SALT LAKE COUNTY

Tax Levying Entity	TAX RATE				
	2009	2008	2007	2006	2005
Alta Town	0.000980	0.000930	0.000885	0.001280	0.001185
Bluffdale City	0.001247	0.001010	0.001160	0.001400	0.001131
Cottonwood Heights City	0.002399	0.002098	0.002220	0.002624	N/A
Draper City	0.001818	0.001528	0.001616	0.001274	0.001469
Herriman City	0.000371	0.000296	0.000302	0.001882	0.002117
Holladay (City of)	0.001533	0.001312	0.001436	0.001659	0.001983
Midvale City	0.002262	0.001938	0.001757	0.002118	0.002443
Murray City	0.002022	0.001767	0.001886	0.002203	0.001941
Riverton City	0.000816	0.000691	0.000237	0.000300	0.001415
Salt Lake City	0.004656	0.003917	0.004040	0.004720	0.005368
Sandy City	0.001356	0.001175	0.001252	0.001514	0.001757
South Jordan City	0.002028	0.001699	0.001708	0.001874	0.002211
South Salt Lake City	0.002665	0.002352	0.002465	0.002857	0.001396
Taylorsville (City of)	0.001690	0.001514	0.001554	0.001858	0.001801
West Jordan City	0.002080	0.001810	0.001856	0.002259	0.002572
West Valley City	0.003604	0.003171	0.003194	0.003700	0.002527

(Source: Property Tax Division, Utah State Tax Commission.)

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TAXABLE AND FAIR MARKET VALUE OF PROPERTY

SALT LAKE CITY, UTAH

Excluding Fee-In-Lieu/Age Based Valuation

YEAR	TAXABLE VALUE ⁽¹⁾	% CHANGE OVER PRIOR YEAR	FAIR MARKET VALUE ⁽²⁾	% CHANGE OVER PRIOR YEAR
2008	\$20,821,558,105	6.1%	\$27,627,479,804	5.6%
2007	19,624,987,661	17.1	26,160,479,197	17.8
2006	16,761,962,145	13.1	22,199,190,140	13.9
2005	14,824,077,709	3.2	19,486,749,590	4.3
2004	14,371,244,526	2.2	18,691,375,277	-

Including Fee-In-Lieu/Age Based Valuation

YEAR	TAXABLE VALUE ⁽¹⁾	% CHANGE OVER PRIOR YEAR	FAIR MARKET VALUE ⁽²⁾	% CHANGE OVER PRIOR YEAR
2008	\$21,865,658,839	5.7%	\$28,671,850,538	5.3%
2007	20,682,992,160	17.3	27,218,483,696	18.0
2006	17,627,966,896	12.7	23,065,194,891	13.6
2005	15,641,012,507	(2.5)	20,303,684,388	(0.3)
2004	16,035,364,425	7.4	20,355,495,176	-

(1) Sources: Property Tax Division, Utah State Tax Commission.

(2) Estimated fair market value has been calculated by dividing the taxable value of primary residential property by .55, which eliminates the 45% exemption on primary residential property granted under the Property Tax Act. See "FINANCIAL INFORMATION REGARDING SALT LAKE CITY, UTAH — Property Tax Matters."

See "FINANCIAL INFORMATION REGARDING SALT LAKE CITY, UTAH — Historical Summaries of Taxable Values of Property."

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HISTORICAL SUMMARIES OF TAXABLE VALUES OF PROPERTY

SALT LAKE CITY, UTAH
 HISTORICAL SUMMARIES OF TAXABLE VALUES OF PROPERTY
 TAX YEARS 2004 THROUGH 2008*

	2008		2007	2006	2005	2004
	TAXABLE VALUE	% OF T.V.	TAXABLE VALUE	TAXABLE VALUE	TAXABLE VALUE	TAXABLE VALUE
<i>Set by State Tax Commission— Centrally Assessed</i>						
Total centrally assessed.....	\$ 2,076,836,331	9.5%	\$ 2,063,831,387	\$ 2,050,073,870	\$ 2,060,112,828	\$ 1,929,812,263
<i>Set by County Assessor—Locally Assessed</i>						
Real property:						
Primary residential	8,314,285,404	38.0	7,983,784,728	6,641,745,437	5,275,500,947	5,055,390,082
Secondary residential	197,308,550	0.9	169,266,860	157,620,810	99,756,690	108,600,020
Commercial and industrial	8,489,152,490	38.8	7,784,440,890	6,487,575,310	5,487,885,450	5,395,609,980
FAA	0	0.0	0	1,194,950	408,210	4,824,170
Unimproved Non-FAA-Vacant	7,396,660	0.0	3,375,040	0	0	0
Agricultural	83,650	0.0	94,860	57,330	46,590	46,740
Total real property.....	17,008,226,754	77.8	15,940,962,378	13,288,193,837	10,863,597,887	10,564,470,992
Personal property:						
Primary mobile homes.....	4,063,339	0.0	4,038,261	3,755,446	4,658,860	5,578,546
Secondary mobile homes.....	3,268,840	0.0	1,968,478	1,874,153	2,749,493	3,032,274
Other business personal property	1,729,162,841	7.9	1,614,187,157	1,418,064,839	1,440,125,458	1,564,068,554
Total personal property	1,736,495,020	7.9	1,620,193,896	1,423,694,438	1,447,533,811	1,572,679,374
Fee in lieu/age based property (1).....	1,044,100,734	4.8	1,058,004,499	866,004,751	1,664,119,899	864,761,464
Total locally assessed.....	19,788,822,508	90.5	18,619,160,773	15,577,893,026	13,975,251,597	13,001,911,830
Total taxable value	\$21,865,658,839	100.0%	\$20,682,992,160	\$17,627,966,896	\$16,035,364,425	\$14,931,724,093
Total taxable value (less fee in lieu/age based property)	\$20,821,558,105		\$19,624,987,661	\$16,761,962,145	\$14,371,244,526	\$14,066,962,629

* 2009 information is not available.

(1) See "FINANCIAL INFORMATION REGARDING SALT LAKE CITY, UTAH — Property Tax Matters."
 (Source: Property Tax Division, Utah State Tax Commission.)

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TAX COLLECTION RECORD

CITY TAX REVENUE COLLECTED

FISCAL YEAR ENDED JUNE 30	TOTAL TAX LEVY FOR FISCAL YEAR (\$000)	COLLECTED WITHIN THE FISCAL YEAR OF THE LEVY		COLLECTION IN SUBSEQUENT YEARS (\$000)	TOTAL COLLECTIONS TO DATE	
		AMOUNT (\$000)	PERCENTAGE OF LEVY %		AMOUNT (\$000)	PERCENTAGE OF LEVY %
2009	\$66,355	\$	%	\$	\$	%
2008	64,971	64,837	98.3	-	63,837	98.3
2007	64,647	63,814	98.7	416	64,230	99.4
2006	64,017	63,250	98.8	586	63,836	99.7
2005	63,401	61,403	96.8	1,925	63,328	99.9

SOME OF THE LARGEST TAXPAYERS IN THE CITY

TAXPAYER	TYPE OF BUSINESS	2008 TAXABLE VALUE(1)	% OF THE CITY'S 2008 TAXABLE VALUE
PacifiCorp	Electric Utility	\$ 331,490,986	1.8%
LDS Church (Deseret Title, Etc.)	Religious	232,377,919	1.2
Sky West Airlines	Air Transportation	216,852,107	1.2
Qwest Corporation	Communications	166,439,079	0.9
Delta Airlines	Air Transportation	165,759,010	0.9
Wasatch Plaza Holding	Real Estate Holding	156,971,900	0.8
Inland Western Salt City Gateway	Retail	143,516,300	0.8
Boyer Properties	Real Estate Holding	123,627,300	0.7
Southwest Airlines	Air Transportation	98,856,510	0.5
Grand America Hotel Company	Hospitality	<u>94,387,200</u>	<u>0.5</u>
	TOTAL:	<u>\$1,730,278,311</u>	<u>9.3%*</u>

* Total may not add due to rounding.

(1) Taxable Value used in this table *excludes* all tax equivalent property associated with motor vehicles, watercraft, recreational vehicles, and all other tangible personal property required to be registered with the State. See "FINANCIAL INFORMATION REGARDING SALT LAKE CITY, UTAH — Taxable and Fair Market Value of Property."

(Source: Salt Lake City Corporation Comprehensive Annual Financial Report for the year ended June 30, 2009.)

RECENT DEVELOPMENTS [TO BE UPDATED BY THE CITY]

TAX TREATMENT

FEDERAL INCOME TAXATION

Tax-Exempt Bonds. Federal tax law contains a number of requirements and restrictions which apply to the Bonds, including investment restrictions, periodic payments of arbitrage profits to the United States, requirements regarding the proper use of bond proceeds and the facilities financed therewith, and certain other matters. The City has covenanted to comply with

all requirements that must be satisfied in order for the interest on the Tax-Exempt Bonds to be excludable from gross income for federal income tax purposes. Failure to comply with certain of such covenants could cause interest on the Tax-Exempt Bonds to become includable in gross income for federal income tax purposes retroactively to the date of issuance of the Tax-Exempt Bonds.

Subject to the City's compliance with the above-referenced covenants, under present law, in the opinion of Bond Counsel, interest on the Tax-Exempt Bonds is (a) excludable from the gross income of the owners thereof for federal income tax purposes, (b) not included as an item of tax preference in computing the federal alternative minimum tax for individuals and corporations and (c) not taken into account in computing "adjusted current earnings" as described below.

In rendering its opinion, Bond Counsel will rely upon certifications of the City with respect to certain material facts within the City's knowledge. Bond Counsel's opinion represents its legal judgment based upon its review of the law and the facts that it deems relevant to render such opinion and is not a guarantee of a result.

The Code, includes provisions for an alternative minimum tax ("AMT") for corporations in addition to the corporate regular tax in certain cases. The AMT for a corporation, if any, depends upon the corporation's alternative minimum taxable income ("AMTI"), which is the corporation's taxable income with certain adjustments. One of the adjustment items used in computing the AMTI of a corporation (with certain exceptions) is an amount equal to 75% of the excess of such corporation's "adjusted current earnings" over an amount equal to its AMTI (before such adjustment item and the alternative tax net operating loss deduction). "Adjusted current earnings" would generally include all tax-exempt interest, but not interest on the Tax-Exempt Bonds.

Ownership of the Tax-Exempt Bonds may result in collateral federal income tax consequences to certain taxpayers, including, without limitation, corporations subject to the branch profits tax, financial institutions, certain insurance companies, certain S corporations, individual recipients of Social Security or Railroad Retirement benefits and taxpayers who may be deemed to have incurred (or continued) indebtedness to purchase or carry tax-exempt obligations. Prospective purchasers of the Tax-Exempt Bonds should consult their tax advisors as to applicability of any such collateral consequences.

The issue price (the "*Issue Price*") for each maturity of the Tax-Exempt Bonds is the price at which a substantial amount of such maturity of the Tax-Exempt Bonds is first sold to the public. The Issue Price of a maturity of the Tax-Exempt Bonds may be different from the price set forth, or the price corresponding to the yield set forth, on the cover page hereof.

If the Issue Price of a maturity of the Tax-Exempt Bonds is less than the principal amount payable at maturity, the difference between the Issue Price of each such maturity, if any, of the Tax-Exempt Bonds (the "*OID Bonds*") and the principal amount payable at maturity is original issue discount.

For an investor who purchases an OID Bond in the initial public offering at the Issue Price for such maturity and who holds such OID Bond to its stated maturity, subject to the condition that the City complies with the covenants discussed above, (a) the full amount of original issue discount with respect to such OID Bond constitutes interest which is excludable from the gross income of the owner thereof for federal income tax purposes; (b) such owner will not realize taxable capital gain or market discount upon payment of such OID Bond at its stated maturity; (c) such original issue discount is not included as an item of tax preference in computing the alternative minimum tax for individuals and corporations under the Code; (d) such original issue discount is not taken into account in computing an adjustment used in determining the alternative minimum tax for certain corporations under the Code, as described above; and (e) the accretion of original issue discount in each year may result in certain other collateral federal income tax consequences in each year even though a corresponding cash payment may not be received until a later year. Owners of OID Bonds should consult their own tax advisors with respect to the state and local tax consequences of original issue discount on such OID Bonds.

Owners of Tax-Exempt Bonds who dispose of Tax-Exempt Bonds prior to the stated maturity (whether by sale, redemption or otherwise), purchase Tax-Exempt Bonds in the initial public offering, but at a price different from the Issue Price or purchase Tax-Exempt Bonds subsequent to the initial public offering should consult their own tax advisors.

If a Tax-Exempt Bond is purchased at any time for a price that is less than the Tax-Exempt Bond's stated redemption price at maturity or, in the case of an OID Bond, its Issue Price plus accreted original issue discount (the "*Revised Issue Price*"), the purchaser will be treated as having purchased a Tax-Exempt Bond with market discount subject to the market discount rules of the Code (unless a statutory *de minimis* rule applies). Accrued market discount is treated as taxable ordinary income and is recognized when a Tax-Exempt Bond is disposed of (to the extent such accrued discount does not exceed gain realized) or, at the purchaser's election, as it accrues. Such treatment would apply to any purchaser who purchases an OID Bond for a price that is less than its Revised Issue Price. The applicability of the market discount rules may adversely affect the liquidity or secondary market price of such Tax-Exempt Bond. Purchasers should consult their own tax advisors regarding the potential implications of market discount with respect to the Tax-Exempt Bonds.

An investor may purchase a Tax-Exempt Bond at a price in excess of its stated principal amount. Such excess is characterized for federal income tax purposes as "bond premium" and must be amortized by an investor on a constant yield basis over the remaining term of the Tax-Exempt Bond in a manner that takes into account potential call dates and call prices. An investor cannot deduct amortized bond premium relating to a tax-exempt bond. The amortized bond premium is treated as a reduction in the tax-exempt interest received. As bond premium is amortized, it reduces the investor's basis in the Tax-Exempt Bond. Investors who purchase a Tax-Exempt Bond at a premium should consult their own tax advisors regarding the amortization of bond premium and its effect on the Bond's basis for purposes of computing gain or loss in connection with the sale, exchange, redemption or early retirement of the Tax-Exempt Bond.

There are or may be pending in the Congress of the United States legislative proposals, including some that carry retroactive effective dates, that, if enacted, could alter or amend the federal tax matters referred to above or adversely affect the market value of the Tax-Exempt Bonds. It cannot be predicted whether or in what form any such proposal might be enacted or whether, if enacted, it would apply to bonds issued prior to enactment. Prospective purchasers of the Tax-Exempt Bonds should consult their own tax advisors regarding any pending or proposed federal tax legislation. Bond Counsel expresses no opinion regarding any pending or proposed federal tax legislation.

The Internal Revenue Service (the “*Service*”) has an ongoing program of auditing tax-exempt obligations to determine whether, in the view of the Service, interest on such tax-exempt obligations is includible in the gross income of the owners thereof for federal income tax purposes. It cannot be predicted whether or not the Service will commence an audit of the Bonds. If an audit is commenced, under current procedures the Service may treat the City as a taxpayer and the Bondholders may have no right to participate in such procedure. The commencement of an audit could adversely affect the market value and liquidity of the Tax-Exempt Bonds until the audit is concluded, regardless of the ultimate outcome.

Payments of interest on, and proceeds of the sale, redemption or maturity of, tax-exempt obligations, including the Tax-Exempt Bonds, are in certain cases required to be reported to the Service. Additionally, backup withholding may apply to any such payments to any Tax-Exempt Bond owner who fails to provide an accurate Form W-9 Request for Taxpayer Identification Number and Certification, or a substantially identical form, or to any Tax-Exempt Bond owner who is notified by the Service of a failure to report any interest or dividends required to be shown on federal income tax returns. The reporting and backup withholding requirements do not affect the excludability of such interest from gross income for federal tax purposes.

The Tax-Exempt Bonds are treated as issued in 2009 or 2010 for purposes of Section 265(b)(7) of the Code relating to interest expense deductibility for financial institutions. The treatment of interest expense for financial institutions owning the Tax-Exempt Bonds may be more favorable than the treatment provided to owners of tax-exempt bonds issued before January 1, 2009, but may be less favorable than treatment provided to owners of bank qualified bonds. Financial institutions should consult their tax advisors concerning such treatment.

Taxable Bonds. Interest on the Taxable Bonds is includible in gross income for federal income purposes. Ownership of the Taxable Bonds may result in other federal income tax consequences to certain taxpayers. Bondholders should consult their tax advisors with respect to the inclusion of interest on the Taxable Bonds in gross income for federal income tax purposes and any collateral tax consequences.

Build America Bonds. As part of the American Recovery and Reinvestment Act of 2009 (the “*Recovery Act*”), Congress added provisions to the Code that permit state or local governments to obtain certain tax advantages when issuing certain taxable obligations, referred to as “*Build America Bonds.*” A Build America Bond must satisfy certain requirements, including that the interest on the Build America Bonds would be, but for the issuer’s election to treat such bonds as Build America Bonds, excludable from gross income under Section 103 of

the Code. The City intends to make or has made an irrevocable election to treat the Taxable Bonds as Build America Bonds. The Issuer also intends to make or has made an irrevocable election to treat the Taxable Bonds as Build America Bonds that are “qualified bonds” as defined in the Code. As a result of these elections, interest on the Taxable Bonds will be includible in gross income of the holders thereof for federal income tax purposes and the holders of the Taxable Bonds will not be entitled to any tax credits as a result either of ownership of the Taxable Bonds or of receipt of any interest payments on the Taxable Bonds. Bondholders should consult their tax advisors with respect to the inclusion of interest on the Taxable Bonds in gross income for federal income tax purposes.

No assurances are provided that the City will receive any payments from the federal government with respect to the Taxable Bonds.

UTAH INCOME TAXATION

In the opinion of Bond Counsel, under the existing laws of the State of Utah, as presently enacted and construed, interest on the Bonds is exempt from taxes imposed by the Utah Individual Income Tax Act. Bond Counsel expresses no opinion with respect to any other taxes imposed by the State or any political subdivision thereof. Ownership of the Bonds may result in other state and local tax consequences to certain taxpayers. Bond Counsel expresses no opinion regarding any such collateral consequences arising with respect to the Bonds. Prospective purchasers of the Bonds should consult their tax advisors regarding the applicability of any such state and local taxes.

LITIGATION

The City Attorney reports the following matters involving potential financial liability of the City:

Lawsuits are periodically filed against the City and/or its employees, involving tort and civil rights matters. The City has a statutory obligation to defend and indemnify its officers and employees in relation to lawsuits arising from acts or failures to act of the officers or employees while in the scope and course of employment.

For tort claims, the City maintains a governmental immunity fund. In the event the fund is not sufficient to pay any outstanding judgment or judgments, the City has the ability under State law to levy a limited ad valorem tax to pay such judgments. This tax levy is separate and apart from the other taxing powers of the City.

The City also has contract claims, condemnation proceedings and environmental matters, none of which is expected to materially adversely affect the City’s financial condition.

A non-litigation certificate or opinion executed by the City Attorney, dated the date of closing, will be provided stating, among other things, that to the best of his knowledge, after due inquiry, no litigation in the State or federal court has been served on the City or is, to the best of

his knowledge, threatened, challenging the creation, organization or existence of the City, or the titles of its officers to their respective offices, or seeking to restrain or enjoin the issuance, sale or delivery of the Bonds, or for the purpose of restraining or enjoining the levy and collection of taxes or assessments by the City, or directly or indirectly contesting or affecting the proceedings or the authority by which the Bonds are issued, the legality of the purpose for which the Bonds are issued, or the validity of the Bonds, or the issuance thereof.

CONTINUING DISCLOSURE

The City will enter into a Continuing Disclosure Agreement (the “*Agreement*”), in substantially the form attached hereto as APPENDIX B, for the benefit of the beneficial owners of the Bonds to send certain information annually and to provide notice of certain events to the Municipal Securities Rulemaking Board pursuant to the requirements of Section (b)(5) of Rule 15c2-12 (the “*Rule*”) adopted by the Securities and Exchange Commission (the “*Commission*”) under the Securities Exchange Act of 1934.

A failure by the City to comply with the Agreement will not constitute a default under the Bond Resolution and beneficial owners of the Bonds are limited to the remedies described in the Agreement. A failure by the City to comply with the Agreement must be reported in accordance with the Rule and must be considered by any broker, dealer or municipal securities dealer before recommending the purchase or sale of the Bonds in the secondary market. Consequently, such a failure may adversely affect the transferability and liquidity of the Bonds and their market price. See “FORM OF CONTINUING DISCLOSURE AGREEMENT” attached hereto as APPENDIX B for the information to be provided, the events which will be noticed on an occurrence basis and the other terms of the Agreement, including termination, amendment and remedies.

In connection with the issuance of the Series 2004 Bonds, the City voluntarily entered into a continuing disclosure undertaking (the “2004 Sales Tax Undertaking”). The City inadvertently failed to provide certain information required under the 2004 Sales Tax Undertaking for the fiscal year ended June 30, 2004. The City filed the information required by the 2004 Sales Tax Undertaking on May 2, 2005.

Except as discussed above, the City is in compliance with each continuing disclosure undertaking entered into pursuant to the Rule.

APPROVAL OF LEGAL PROCEEDINGS

The authorization and issuance of the Bonds are subject to the approval of Chapman and Cutler LLP, Bond Counsel to the City. Certain legal matters will be passed upon for the City by the City Attorney and by Chapman and Cutler LLP, as the City’s disclosure counsel. The approving opinion of Bond Counsel will be delivered with the Bonds in substantially the form set forth in APPENDIX C of this Official Statement and will be made available upon request from the contact persons as indicated under “INTRODUCTION — Contact Persons.”

The various legal opinions to be delivered concurrently with the delivery of the Bonds express the professional judgment of the attorneys rendering the opinions as to the legal issues

explicitly addressed therein. By rendering a legal opinion, the opinion giver does not become an insurer or guarantor of that expression of professional judgment, of the transaction opined upon, or of the future performance of parties to the transaction. Nor does the rendering of an opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

BOND RATING

As of the date of this Official Statement, the Bonds have been rated “____” and “____” by Fitch, Inc., and by Moody’s Investors Service, Inc., respectively.

Any explanation of the significance of the ratings may only be obtained from the rating service furnishing the same. There is no assurance that the ratings given will be maintained for any period of time or that the ratings will not be revised downward or withdrawn entirely by the rating agency if, in its judgment, circumstances so warrant. Any such downward revision or withdrawal of such ratings may have an adverse effect on the market price of the Bonds.

FINANCIAL ADVISOR

The City has entered into an agreement with Wells Fargo Brokerage Services, LLC (the “*Financial Advisor*”), whereunder the Financial Advisor provides financial recommendations and guidance to the City with respect to preparation for sale of the Bonds, timing of the sale, tax-exempt bond market conditions, costs of issuance and other factors related to the sale of the Bonds. The Financial Advisor has read, participated in the preparation of and provided information in certain provisions of the Official Statement, but has not audited, authenticated or otherwise verified the information set forth in the Official Statement, or any other related information available to the City, with respect to accuracy and completeness of disclosure of such information, and the Financial Advisor makes no guaranty, warranty or other representation respecting accuracy and completeness of the Official Statement or any other matter related to the Official Statement.

BOND PURCHASE

The Underwriters have agreed, subject to certain conditions, to purchase all of the Bonds from the City at an aggregate price of \$_____ (which consists of a principal amount of \$_____; *plus* net original issue premium of \$_____; *less* an Underwriters’ discount of \$_____); and to make a public offering of the Bonds.

The Underwriters have advised the City that the Bonds may be offered and sold to certain dealers (including dealers depositing the Bonds into investment trusts) at prices lower than the initial public offering prices set forth on the inside cover page of the Official Statement and that such public offering prices may be changed from time to time.

INDEPENDENT AUDITORS

The basic financial statements of Salt Lake City Corporation as of and for the year ended June 30, 2009, included in APPENDIX A to this Official Statement, have been audited by Hansen, Barnett & Maxwell, P.C., independent auditors, as stated in their report appearing herein.

MISCELLANEOUS

All quotations contained herein from and summaries and explanations of the State Constitution, statutes, programs and laws of the State, court decisions and the Resolutions, do not purport to be complete, and reference is made to the State Constitution, statutes, programs, laws, court decisions and the Resolutions for full and complete statements of their respective provisions.

Any statements in this Official Statement involving matters of opinion, whether or not expressly so stated, are intended as such and not as representation of fact.

The appendices attached hereto are an integral part of this Official Statement and should be read in conjunction with the foregoing material.

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This Preliminary Official Statement is in form deemed final for purposes of paragraph (b)(1) of Rule 15c2-12 of the Securities and Exchange Commission.

SALT LAKE CITY, UTAH

By: _____
Mayor

APPENDIX A

**SALT LAKE CITY CORPORATION FINANCIAL STATEMENTS
FOR THE FISCAL YEAR ENDED JUNE 30, 2009**

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APPENDIX B

FORM OF CONTINUING DISCLOSURE AGREEMENT

APPENDIX C

PROPOSED FORM OF OPINION OF BOND COUNSEL

SALT LAKE CITY, UTAH

\$25,000,000
GENERAL OBLIGATION BONDS
SERIES 2010A

\$ _____
TAX-EXEMPT BONDS

\$ _____
FEDERALLY TAXABLE-DIRECT PAY-BUILD
AMERICA BONDS

PURCHASE CONTRACT

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SALT LAKE CITY, UTAH
\$25,000,000
GENERAL OBLIGATION BONDS
SERIES 2010A

\$ _____
TAX-EXEMPT BONDS

\$ _____
FEDERALLY TAXABLE-DIRECT PAY-BUILD
AMERICA BONDS

PURCHASE CONTRACT

_____, 2010

Salt Lake City, Utah
City and County Building
451 South State Street
Salt Lake City, Utah 84111

The undersigned, George K. Baum & Company (the "*Representative*"), acting on behalf of itself and Zions First National Bank (collectively, the "*Underwriters*"), and not as agent or fiduciary for you, hereby offers to enter into the following agreement with Salt Lake City, Utah (the "*City*") which, upon the City's acceptance of this offer, will be binding upon the City and upon the Underwriters. This offer is made subject to the City's acceptance by execution of this Purchase Contract on or before 11:59 p.m., Mountain Standard Time, on _____, 2010.

Section 1. Purchase and Sale. Upon the terms and conditions and upon the basis of the representations, warranties and agreements set forth herein, the Underwriters hereby agree to purchase from the City, and the City hereby agrees to sell and deliver to the Underwriters, all (but not less than all) of the \$25,000,000 aggregate principal amount of General Obligation Bonds, Series 2010A (the "*Bonds*"). The Bonds shall be dated as of the date of delivery thereof, and shall have the principal maturities, and bear interest at the rates per annum on a taxable or tax-exempt basis and be payable on the dates as shown in *Exhibit A* hereto. The aggregate purchase price for the Bonds shall be \$_____ (representing the principal amount of the Bonds plus net original issue premium of \$_____, less an Underwriters' discount of \$_____ (____%)). The payment for and delivery of the Bonds, together with the related actions contemplated by this Purchase Contract is referred to herein as the "*Closing*."

The Bonds in the aggregate principal amount of \$_____, maturing on June 15 of the years 20__ through 20__, are designated as "Tax-Exempt Bonds" (the "*Tax-Exempt Bonds*") and the Bonds in the aggregate principal amount of \$_____, maturing on June 15 of the

years 20__ through 20__, are designated as “Federally Taxable—Direct Pay—Build America Bonds” (the “*Taxable Bonds*”).

Section 2. The Bonds and Related Documents. (a) The Bonds shall be as described in and shall be issued and secured under the resolutions adopted by the City Council of the City (the “*City Council*”) on February 9, 2010 and on _____, 2010 (the “*Resolutions*”). The Bonds shall be payable at the principal corporate trust office of _____, as paying agent for the Bonds (the “*Paying Agent*”) and shall be subject to redemption as provided in the Resolutions. Capitalized terms used herein and not otherwise defined shall have the meanings given such terms in the Resolutions.

(b) The Bonds are authorized pursuant to the provisions of the Local Government Bonding Act, Title 11, Chapter 14, Utah Code Annotated 1953, as amended; a special bond election duly and lawfully called and held in Salt Lake City, Utah on November 3, 2009, and the Resolutions for the purpose of financing a portion of the costs of providing a public safety administration and operations building, an emergency operations center and related facilities (the “*Project*”). As provided in the Resolutions, proceeds of the Bonds will also be used to pay costs of issuance of the Bonds.

Section 3. The Official Statement. The City has heretofore prepared and delivered to the Underwriters its Preliminary Official Statement, dated _____, 2010 (which Preliminary Official Statement, together with the cover page, summary statement and all exhibits, appendices, diagrams, reports and statements included therein or attached thereto, is herein called the “*Preliminary Official Statement*”), which the City has “deemed final” as of its date for purposes of paragraph (b)(1) of Rule 15c2-12 of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended (“*Rule 15c2-12*”). Promptly following the execution of this Purchase Contract, the City shall deliver to the Representative two copies of the Official Statement of the City relating to the Bonds executed on behalf of the City by its Mayor (the “*Mayor*”), such Official Statement to be in substantially the form as the Preliminary Official Statement, with only such changes as shall be necessary to reflect the terms of the Bonds or as shall otherwise be approved by the Representative. Such final Official Statement together with the cover page, summary statement and all exhibits, appendices, diagrams, reports and statements included therein or attached thereto, as amended to conform to the terms of this Purchase Contract, is herein called the “*Official Statement.*”

Section 4. Offering. It shall be a condition to the City’s obligations to sell and to deliver the Bonds to the Underwriters and to the Underwriters’ obligation to purchase, to accept delivery of and to pay for the Bonds that the entire \$25,000,000 principal amount of the Bonds authorized by the Bond Resolution and the Indenture shall be issued, sold and delivered by the City and purchased, accepted and paid for by the Underwriters at the Closing. The Underwriters agree to make a bona fide public offering of all of the Bonds, at not in excess of the initial public offering prices or less than the yields set forth on the cover page of the Official Statement, plus interest accrued on the Bonds, if any, from the date of the Bonds. The Underwriters may offer and sell the Bonds to certain dealers (including dealers depositing Bonds into investment trusts) and others at prices lower than the public offering price or prices set forth on the cover page of the Official Statement. The Underwriters also reserve the right (a) to over-allot or effect

transactions which stabilize or maintain the market prices of the Bonds at levels above those which might otherwise prevail in the open market and (b) to discontinue such stabilizing, if commenced, at any time without prior notice.

Section 5. Delivery and Use of Documents. Promptly following the execution of this Purchase Contract, the City will deliver or cause to be delivered to the Representative: (a) a copy of the Resolutions, certified by the City Recorder of the City (the "*City Recorder*") to have been duly adopted and to be in full force and effect; and (b) two copies of the Official Statement approved by the City Council and executed by the Mayor. The City hereby authorizes the use by the Underwriters of the Resolutions and the Official Statement and the information therein contained in connection with the public offering and sale of the Bonds. The City hereby ratifies and consents to the distribution by the Underwriters prior to the date hereof of the Preliminary Official Statement. The Official Statement shall be provided for distribution, at the expense of the City, in such quantity as may be requested by the Underwriters no later than the earlier of (i) seven (7) business days after the date of this Purchase Contract or (ii) one (1) business day prior to the Closing, in order to permit the Underwriters to comply with Rule 15c2-12 and the applicable rules of the Municipal Securities Rulemaking Board (the "*MSRB*"), with respect to distribution of the Official Statement. The City shall prepare the Official Statement, including any amendments thereto, in word-searchable PDF format as described in the MSRB's Rule G-32 and shall provide the electronic copy of the word-searchable PDF format of the Official Statement to the Underwriters no later than one (1) business day prior to the Closing to enable the Underwriters to comply with MSRB Rule G-32.

Section 6. Representations, Warranties and Agreements. The City hereby represents and warrants to and agrees with the Underwriters as follows:

(a) The City is duly organized and existing under the Constitution and laws of the State of Utah (the "*State*") with full legal right, power and authority (i) to adopt the Bond Resolution, (ii) to enter into and deliver this Purchase Contract and that certain Continuing Disclosure Agreement relating to the Bonds (the "*Agreement*"), (iii) to issue, sell and deliver the Bonds to the Underwriters as provided herein, (iv) to finance the Project with the Bonds and (v) to carry out and consummate all other transactions contemplated by each of the aforesaid documents, and the City has complied with all provisions of applicable law, including the Act, in all matters relating to such transactions.

(b) The City has duly authorized and approved (i) the execution and delivery of this Purchase Contract and the Agreement, (ii) the distribution and use of the Preliminary Official Statement and execution, delivery and distribution of the Official Statement and (iii) the taking of any and all such action as may be required on the part of the City to carry out, give effect to and consummate the transactions contemplated by such instruments. All consents or approvals necessary to be obtained by the City in connection with the foregoing have been received, and the consents or approvals so received are still in force and effect.

(c) Each of the Resolutions has been duly adopted by the City, is in full force and effect, constitutes the legal, valid and binding act of the City and has not been amended, supplemented or modified except as may be described in the Official Statement; this Purchase Contract and the Agreement, when executed and delivered, will constitute legal, valid and binding obligations of the City; and the Resolutions, this Purchase Contract and the Agreement are enforceable against the City in accordance with each of their respective terms, except as enforceability thereof may be subject to applicable bankruptcy, insolvency, moratorium and similar laws affecting creditors' rights generally and to general principals of equity.

(d) Based on the advice of counsel, the Bonds, when issued, authenticated and delivered in accordance with the Resolutions and sold to the Underwriters at the Closing as provided herein, will be legally and validly issued and outstanding obligations of the City, entitled to the benefits of the Resolutions and enforceable in accordance with their terms, except as enforceability may be subject to applicable bankruptcy, insolvency, moratorium and similar laws affecting creditors' rights generally and to general principles of equity.

(e) The City has duly approved and authorized the distribution and use of the Preliminary Official Statement and the execution, delivery and distribution of the Official Statement. The Official Statement will be a final official statement, as such term is defined in the Rule 15c2-12, as of its date.

(f) The information relating to the City contained in the Preliminary Official statement was, and on the date hereof is, and in the Official Statement is, true and correct in all material respects, and the Preliminary Official Statement did not and does not, as of the date hereof, and the Official Statement does not contain any untrue or misleading statement of a material fact relating to the City or omit to state any material fact relating to the City necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading.

(g) The City will not take any action from the date hereof through the Closing which would cause the information in the Official Statement to be materially untrue or materially incorrect in any material respect.

(h) If between the date of this Purchase Contract and 25 days following the "end of the underwriting period" (as defined in paragraph (e)(2) of Rule 15c2-12) any event shall occur which might or would cause the Official Statement to contain any untrue statement of a material fact or to omit to state any material fact necessary to make the statements therein, in the light of the circumstance under which they were made, not misleading, the City shall notify the Representative and if, in the opinion of the Representative, such event requires the preparation and publication of a supplement or amendment to the Official Statement, the City will supplement or amend the Official Statement in a form and in a manner approved by the Representative. If the Official Statement is so supplemented or amended prior to the Closing, such approval by the Representative of a supplement or amendment to the Official Statement shall not

preclude the Underwriters from thereafter terminating this Purchase Contract, and if the Official Statement is so amended or supplemented subsequent to the date hereof and prior to the Closing, the Underwriters may terminate this Purchase Contract by notification to the City at any time prior to the Closing if, in the reasonable judgment of the Underwriters, such amendment or supplement has or will have a material adverse effect on the marketability of the Bonds.

(i) The City will enter into the Agreement to provide ongoing disclosure about the City for the benefit of the Bondholders on or before the Closing as required by Section (b)(5)(i) of Rule 15c2-12, which Agreement shall be in the form and substance substantially as set forth in APPENDIX B attached to the Official Statement, with such changes as may be agreed to in writing by the Representative.

(j) To the extent that it relates to and would have a materially adverse affect on the financial condition of the City, the validity and enforceability of the Resolutions or the authorization, execution, delivery or performance by the City of its obligations pursuant to the Bonds, the Resolutions, the Agreement, this Purchase Contract and the other documents entered into by the City in connection with issuance of the Bonds, the City is not in material breach of or material default under any applicable constitutional provision, law or administrative regulation of the State or the United States or any applicable judgment or decree or any loan agreement, indenture, bond, note, resolution, agreement or other instrument to which the City is a party or to which the City or any of its property or assets is otherwise subject, and no event has occurred and is continuing that with the passage of time or the giving of notice, or both, would constitute a default or event of default under any such instrument; and the execution and delivery of the Bonds, this Purchase Contract and the Agreement and the adoption of the Resolutions and compliance with the provisions on the City's part contained therein and consummation by the City of the transactions contemplated thereby and by the Official Statement, including, without limitation, the acquisition and construction of the Project as described in the Official Statement, will not conflict with any constitutional provision, law, administrative rule or regulation, or constitute a material breach of or material default under any judgment, decree, order, indenture, bond, note, resolution, agreement, commitment or other instrument to which the City is a party or to which the City (or any of its officers in their respective capacities as such) or any of its property or assets is otherwise subject, or any license or permit to which the City is a party, nor will any such execution, delivery, adoption or compliance result in the creation or imposition of any lien, charge or other security interest or encumbrance of any nature whatsoever upon any of the property or assets of the City or under the terms of any such law, regulation or instrument, except as provided by the Bonds and the Resolutions.

(k) Except as described in the Official Statement, as of the date hereof, no litigation in State or federal court has been served on the City or is, to the best knowledge of the City, threatened against the City (i) affecting the corporate existence of the City or the titles of its officers to their respective offices, (ii) affecting or seeking to prohibit, restrain or enjoin the sale, issuance or delivery of the Bonds or the application of the proceeds thereof in accordance with the Resolutions, (iii) questioning, contesting or

affecting as to the City the validity or enforceability of the Act, the Bonds, the Resolutions, the Agreement or this Purchase Contract, (iv) questioning or contesting the tax-exempt status of interest on the Tax-Exempt Bonds, (v) questioning or contesting the completeness or accuracy of the Official Statement or any supplement or amendment thereto, or (vi) contesting the powers of the City to carry out the transactions contemplated thereby, or any authority for the issuance of the Bonds, the adoption of the Resolutions, the acquisition and construction of the Project or the execution and delivery by the City of this Purchase Contract or the Agreement, nor, to the best knowledge of the City, is there any basis for any action, suit, proceeding, inquiry or investigation, wherein an unfavorable decision, ruling or finding would materially adversely affect the validity or enforceability of the Resolutions or the authorization, execution, delivery or performance by the City of the Bonds, the Resolutions, the Agreement or this Purchase Contract.

(l) The audited financial statements of the City for the fiscal year ended June 30, 2009, included in the Preliminary Official Statement and the Official Statement, present fairly the financial position of the City as of the date indicated and such financial statements have been prepared in conformity with generally accepted accounting principles consistently applied in all material respects to the period involved, except as otherwise stated in the notes thereto. Other than as disclosed in the Preliminary Official Statement and in the Official Statement, there has been no material change in the general affairs, management, properties or financial position of the City since the date of such financial statements as set forth in the Preliminary Official Statement or the Official Statement.

(m) Any certificate signed by any official of the City and delivered to the Underwriters shall be deemed a representation and warranty by the City to the Underwriters as to the truth of the statements therein contained.

(n) The City has not been notified of any listing or proposed listing by the Internal Revenue Service to the effect that it is a bond issuer whose arbitrage certifications may not be relied upon.

(o) The City will not knowingly take or omit to take any action, which action or omission will in any way cause the proceeds from the sale of the Bonds to be applied in a manner other than as provided in the Resolutions or that would cause the interest on the Tax-Exempt Bonds to be includable in gross income for federal income tax purposes.

(p) The City has, in connection with previous issues of securities, undertaken, in a written agreement or contract for the benefit of holders of such securities, to provide ongoing disclosure as described in Section (b)(5)(i) of Rule 15c2-12, and, except as is specifically disclosed in the Official Statement, the City has complied in all material respects with each such undertaking.

Section 7. Closing. At 9:00 A.M., Mountain Daylight Time, on _____, 2010, or on such other date and time as may be mutually agreed upon by the City and the Representative,

the City will deliver the Bonds to the Representative in definitive form, duly executed and authenticated, together with the other documents hereinafter mentioned and, subject to the terms and conditions hereof, the Underwriters will accept such delivery and pay the purchase price of the Bonds as set forth in Section I hereof in federal funds. Delivery of and payment for the Bonds as aforesaid shall be made at the offices of Chapman and Cutler LLP ("*Bond Counsel*") in Salt Lake City, Utah, or such other place as shall have been mutually agreed upon by the City and the Representative. The Bonds shall be issued in book entry-only form and shall be prepared and delivered as fully registered bonds in such authorized denominations and registered in the name of the Cede & Co., as nominee of The Depository Trust Company.

Section 8. Closing Conditions. The Underwriters have entered into this Purchase Contract in reliance upon the representations and warranties of the City contained herein, and in reliance upon the representations and warranties to be contained in the documents and instruments to be delivered prior to and at the Closing and upon the performance by the City of its obligations hereunder, as of the date hereof and as of the date of the Closing. Accordingly, the Underwriters' obligations under this Purchase Contract to purchase, to accept delivery of and to pay for the Bonds shall be conditioned upon the performance by the City of its obligations to be performed hereunder and under such documents and instruments at or prior to the Closing, and shall also be subject to the following additional conditions:

(a) The representations and warranties of the City contained herein or required to be delivered hereunder shall be true, complete and correct on the date hereof and on and as of the date of the Closing, as if made on the date of the Closing.

(b) At the time of the Closing, the Official Statement shall not have been supplemented or amended, except in any such case as otherwise provided in this Purchase Contract or as may have otherwise been agreed to in writing by the Representative.

(c) At the time of the Closing, all official action of the City and of the other parties thereto relating to this Purchase Contract, the Bonds, the Resolutions and the Agreement shall have been taken and the same shall be in full force and effect in accordance with their respective terms and shall not have been waived, amended, modified or supplemented in any material respect after the date hereof except as may have been agreed to in writing by the Representative.

(d) At or prior to the Closing, the Underwriters shall have received copies of each of the following documents:

(i) the Official Statement and each supplement or amendment, if any, thereto, executed on behalf of the City by the Mayor;

(ii) each of the Resolutions, certified by the City Recorder under her seal as having been duly adopted by the City and as being in effect, with only such supplements or amendments as may have been agreed to by the Representative;

(iii) an opinion, dated the date of the Closing, of Bond Counsel, in substantially the form included in the Official Statement as APPENDIX C;

(iv) an opinion of Chapman and Cutler LLP, disclosure counsel to the City, dated the date of the Closing and addressed to the Underwriters, in substantially the form attached hereto as *Exhibit B*;

(v) an opinion of counsel for the City, dated the date of Closing, in form and substance satisfactory to the Representative;

(vi) a certificate, in form and substance satisfactory to the Representative, of the City or any duly authorized officer or official of the City satisfactory to the Representative, dated as of the Closing, to the effect that: (A) each of the City's representations, warranties and covenants contained herein are true and correct as of the Closing; (B) the City has authorized, by all action necessary under the Act and the laws and Constitution of the State, the adoption of the Resolutions and the execution, delivery and due performance of the Bonds, this Purchase Contract and the Agreement; (C) no litigation in State or federal court has been served on the City to the knowledge of the officer or official of the City signing the certificate after due investigation and inquiry, is threatened, to restrain or enjoin the issuance or sale of the Bonds or in any way affecting any authority for or the validity of the Resolutions, the Bonds, the Agreement or this Purchase Contract; and (D) the Bonds, the Agreement and this Purchase Contract, as executed by the City, are in the form or in substantially the form approved for such execution by appropriate proceedings of the City;

(vii) a transcript of all proceedings relating to the authorization and issuance of the Bonds, certified by the City Recorder;

(viii) evidence satisfactory to the Underwriters that the Bonds shall have received an unsecured rating from Fitch, Inc. ("*Fitch*") and Moody's Investors Service, Inc. ("*Moody's*") of "____" and "____," respectively;

(ix) Specimen Bond;

(x) a letter from Hansen, Barnett & Maxwell, P.C., in which consent is given to the use of its reports on the audited financial statements of the City in the Preliminary Official Statement and the Official Statement and to the references made to the firm in the Preliminary Official Statement and the Official Statement;

(xi) a copy of the executed Information Return for Tax-Exempt Governmental Bond Issues, Form 8038-G relating to the Tax-Exempt Bonds, and evidence of the filing thereof;

(xii) a copy of the executed Information Return for Build America Bonds and Recovery Zone Economic Development Bonds, Form 8038-B relating to the Taxable Bonds, and evidence of the filing thereof;

(xiii) an executed copy of the Tax Exemption Certificate and Agreement of the City relating to matters affecting the exclusion from gross income for federal income tax purposes of interest on the Tax-Exempt Bonds, including the use of proceeds of sale of the Tax-Exempt Bonds, in form and substance satisfactory to Bond Counsel;

(xiv) an executed copy of the Tax Compliance Certificate and Agreement of the City relating to matters affecting the qualified build America bond status of the Taxable Bonds, include the use of proceeds of sale of the Taxable Bonds, in form and substance satisfactory to Bond Counsel;

(xv) an executed counterpart of the Agreement of the City;

(xvi) such additional legal opinions, certificates, instruments and other documents as the Representative may reasonably request to evidence the truth and accuracy, as of the date hereof and as of the date of the Closing, of representations and warranties contained herein and of the statements and information contained in the Official Statement and the due performance or satisfaction by the City on or prior to the date of the Closing of all the agreements then to be performed and conditions then to be satisfied by it.

All the opinions, letters, certificates, instruments and other documents mentioned above or elsewhere in this Purchase Contract shall be deemed to be in compliance with the provisions hereof if, but only if, they are in form and substance satisfactory to the Representative.

If the City shall be unable to satisfy the conditions to the obligations of the Underwriters to purchase, to accept delivery of and to pay for the Bonds contained in this Purchase Contract, or if the obligations of the Underwriters to purchase, to accept delivery of and to pay for the Bonds shall be terminated for any reason permitted by this Purchase Contract, this Purchase Contract shall terminate as provided in Section 9 hereof and neither the Underwriters nor the City shall be under further obligation hereunder, except that the respective obligations of the City and the Underwriters set forth in Section 10 hereof shall continue in full force and effect.

Section 9. Termination. The Underwriters shall have the right to terminate the Underwriters' obligations under this Purchase Contract to purchase, to accept delivery of and to pay for the Bonds by notifying the City of its election to do so if, after the execution hereof and prior to the Closing:

(a) the House of Representatives or the Senate of the Congress of the United States, or a committee of either, shall have pending before it, or shall have passed or recommended favorably, legislation introduced previous to the date hereof, which legislation, if enacted in its form as introduced or as amended, would have the purpose or

effect of imposing federal income taxation upon interest received on obligations of the general character of the Tax-Exempt Bonds, or of causing interest on obligations of the general character of the Tax-Exempt Bonds to be includable in gross income for purposes of federal income taxation, and such legislation, in the opinion of the Representative, materially adversely affects the market price of or the market for the Bonds;

(b) a tentative decision with respect to legislation shall be reached by a committee of the House of Representatives or the Senate of the Congress of the United States, or legislation shall be favorably reported by such a committee or be introduced, by amendment or otherwise, in or be passed by the House of Representatives or the Senate, or recommended to the Congress of the United States for passage by the President of the United States, or be enacted or a decision by a federal court of the United States or the United States Tax Court shall have been rendered, or a ruling, release, order, regulation or official statement by or on behalf of the United States Treasury Department, the Internal Revenue Service or other governmental agency shall have been made or proposed to be made having the purpose or effect, or any other action or event shall have occurred which has the purpose or effect, directly or indirectly, of adversely affecting the federal or state income tax consequences of owning the Bonds or of any of the transactions contemplated in connection therewith, including causing interest on the Tax-Exempt Bonds to be included in gross income for purposes of federal or state income taxation, or imposing federal or state income taxation upon revenues or other income of the general character to be derived by the City or by any similar body under the Resolutions or similar documents or upon interest received on obligations of the general character of the Bonds, which, in the opinion of the Representative, materially adversely affects the market price of or market for the Bonds;

(c) legislation shall have been enacted, or actively considered for enactment with an effective date prior to Closing, or a decision by a court of the United States shall have been rendered, the effect of which is that the Bonds, including any underlying obligations, or the Resolutions, as the case may be, are not exempt from the registration, qualifications, or other requirements of the Securities Act of 1933, as amended and as then in effect, the Securities Exchange Act of 1934, as amended and then in effect, or the Trust Indenture Act of 1939, as amended and as then in effect;

(d) a stop order, ruling, regulation, or official statement by the Securities and Exchange Commission or any other governmental agency having jurisdiction of the subject matter shall have been issued or made or any other event occurs, the effect of which is that the issuance, offering or sale of the Bonds, including any underlying obligations, is or would be in violation of any provision of the federal securities laws, including the Securities Act of 1933, as amended and as then in effect, the Securities Exchange Act of 1934, as amended and as then in effect, or the Trust Indenture Act of 1939, as amended and as then in effect;

(e) any event shall have occurred or any information shall have become known to the Underwriters which causes the Representative to reasonably believe that the Official Statement, as then amended or supplemented, includes any untrue statement of a

material fact, or omits to state a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading;

(f) an event described in subsection ([h]) of Section 6 hereof shall have occurred which, in the opinion of the Representative, requires an amendment or supplement to the Official Statement and which, in the reasonable judgment of the Representative, materially adversely affects the marketability of the Bonds or the market price thereof;

(g) there shall have occurred any outbreak of hostilities or any national or international calamity or crisis, including a financial or computer technology crisis, the effect of which on the financial markets of the United States is such as, in the reasonable judgment of the Representative, would materially adversely affect the market for or market price of the Bonds;

(h) there shall be in force a general suspension of trading on the New York Stock Exchange, the effect of which on the financial markets of the United States is such as, in the reasonable judgment of the Representative, would materially adversely affect the market for or market price of the Bonds;

(i) a general banking moratorium shall have been declared by federal, New York or State authorities;

(j) any proceeding shall be pending or threatened by the Securities and Exchange Commission against the City;

(k) additional material restrictions not in force as of the date hereof shall have been imposed upon trading in securities generally by any governmental authority or by any national securities exchange;

(l) the New York Stock Exchange or other national securities exchange, or any governmental authority, shall impose, as to the Bonds or obligations of the general character of the Bonds, any material restrictions not now in force, or increase materially those now in force, with respect to the extension of credit by, or the charge to the net capital requirements of, underwriters; or

(m) any of the ratings assigned to the Bonds, as set forth in Section 8(d)([viii]), shall have been reduced, suspended or withdrawn or there shall have been a degradation of the outlook with respect to the Bonds.

Section 10. Expenses. (a) The Underwriters shall be under no obligation to pay, and the City shall pay, or cause to be paid, any expenses incident to the performance of the City's obligations hereunder including, but not limited to: (i) the cost of preparation of the Resolutions; (ii) the cost of preparation and printing of the Official Statement and any supplements and amendments thereto; (iii) the cost of preparation and printing of the Bonds, including any fees

and expenses of The Depository Trust Company in connection with the issuance of the Bonds in book-entry form; (iv) the fees and disbursements of Bond Counsel; (v) the fees and disbursements of the Paying Agent; (vi) the fees and disbursements of Wells Fargo Securities, as financial advisor; (vii) the fees and disbursements of any other engineers, accountants, and any other experts, consultants or advisers retained by the City; and (viii) the fees for ratings on the Bonds.

(b) The City shall be under no obligation to pay and the Underwriters shall pay: (i) all advertising expenses and Blue Sky filing fees, if any, in connection with the public offering of the Bonds; (ii) all travel and out-of-pocket expenses incurred by them in connection with their purchase and acceptance of the Bonds; and (iii) all other expenses incurred by them in connection with the public offering of the Bonds.

Section 11. Notices. Any notice or other communication to be given to the City under this Purchase Contract may be given by delivering the same in writing to Salt Lake City Corporation, Treasurer's Office, P.O. Box 145462, Salt Lake City, Utah 84114-5462, and any notice or other communication to be given to the Underwriters under this Purchase Contract may be given by delivering the same in writing to George K. Baum & Company, 15 Wet South Temple, Suite 1090, Salt Lake City, Utah 84101.

Section 12. Parties in Interest. This Purchase Contract is made solely for the benefit of the City and the Underwriters and no other person shall acquire or have any right hereunder or by virtue hereof. All of the City's representations, warranties and agreements contained in this Purchase Contract shall remain operative and in full force and effect, regardless of (a) any investigations made by or on behalf of the Underwriters, (b) delivery of and payment for the Bonds pursuant to this Purchase Contract, or (c) any termination of this Purchase Contract.

Section 13. Effectiveness. This Purchase Contract shall become effective upon the execution of the acceptance hereof by the Mayor and shall be valid and enforceable at the time of such acceptance.

Section 14. Headings. The headings of the sections of this Purchase Contract are inserted for convenience only and shall not be deemed to be a part hereof.

Section 15. Counterparts. This Purchase Contract may be signed in various counterparts which shall together constitute one and the same instrument.

Section 16. Governing Law. This Purchase Contract shall be governed by and construed in accordance with the laws of the State.

(Signature page follows.)

Very truly yours,

GEORGE K. BAUM & COMPANY
on behalf of itself and
ZIONS FIRST NATIONAL BANK

By _____
Its _____

ACCEPTED:

This ____ day of _____, 2010

SALT LAKE CITY, UTAH

By _____
Mayor

ATTESTED AND COUNTERSIGNED::

By _____
City Recorder

APPROVED AS TO FORM:

By _____
Senior City Attorney

[SEAL]

EXHIBIT A

MATURITIES, INTEREST RATES AND TAX STATUS OF THE SERIES 2010A BONDS

<u>DUE</u> <u>JUNE 15</u>	<u>AMOUNT</u> <u>MATURING</u>	<u>INTEREST</u> <u>RATE</u>	<u>DUE</u> <u>JUNE 15</u>	<u>AMOUNT</u> <u>MATURING</u>	<u>INTEREST</u> <u>RATE</u>
	\$	%		\$	%

* Tax-Exempt Bond.

† Taxable Bond.

Interest Payment Dates June 15 and December 15 of each year, commencing December 15, 2010.

EXHIBIT B

OPINION OF CHAPMAN AND CUTLER LLP, AS DISCLOSURE COUNSEL

[Letterhead of Chapman and Cutler LLP]

[To be dated the Closing Date]

George K. Baum & Company
15 West South Temple, Suite 1090
Salt Lake City, Utah 84101

Zions First National Bank
One South Main Street, 18th Floor
Salt Lake City, Utah 84133-1109

Re: \$25,000,000
Salt Lake City, Utah
General Obligation Bonds
Series 2010A

Ladies and Gentlemen:

We have acted as disclosure counsel in connection with your purchase of \$25,000,000 aggregate principal amount of General Obligation Bonds, Series 2010A (the “*Bonds*”), issued on this date by Salt Lake City, Utah (the “*City*”). The Bonds are being issued pursuant to the terms of that certain Resolution No. _____, adopted by the City Council of the City on _____, 2010 (the “*Resolution*”).

Capitalized terms used herein without definition shall have the meanings specified in the Official Statement, dated _____, 2010, relating to the Bonds (the “*Official Statement*”).

Based upon our examination of such documents and questions of law as we have deemed relevant in connection with the offering and sale of the Bonds under the circumstances described in the Official Statement, we are of the opinion that, under existing law, the Bonds are not required to be registered under the Securities Act of 1933, as amended, and the Resolution is not required to be qualified under the Trust Indenture Act of 1939, as amended.

We have also participated in the preparation of the Official Statement including, among other things, discussions and inquiries concerning various legal and related subjects and a limited review of certain documents, opinions and certificates of officers of the City, and other appropriate persons. We also participated in a meeting and in telephone conferences with your representatives and other persons involved in the preparation of information for the Official

Statement, during which the contents of the Official Statement and related matters were discussed and revised. The purpose of our professional engagement was not to establish or confirm factual matters set forth in the Official Statement, and we have not undertaken any obligation to verify independently any of the factual matters set forth therein. Moreover, many of the determinations required to be made in the preparation of the Official Statement involve matters of a non-legal nature. While we are not passing upon, and do not assume responsibility for, the accuracy, completeness or fairness of the statements contained in the Official Statement, based upon our limited review of documents and participation in conferences as aforesaid, without independent verification, no facts have come to our attention which lead us to believe that the Official Statement (apart from (i) the information relating to The Depository Trust Company and its book-entry only system and (ii) the financial, operating and statistical data contained therein and the information concerning the City contained in or incorporated by reference under the heading "SALT LAKE CITY, UTAH," "DEBT STRUCTURE OF SALT LAKE CITY, UTAH," "FINANCIAL INFORMATION REGARDING SALT LAKE CITY, UTAH" and APPENDIX A in the Official Statement, as to all of which we do not express any opinion or belief) contained as of its date or contains as of the date hereof any untrue statement of a material fact or omitted or omits to state a material fact necessary in order to make the statements made therein, in the light of the circumstances under which they were made, not misleading.

This letter is solely for the benefit of the addressees. This opinion is given as of the date hereof and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Respectfully submitted,

RJScott/RDBjerke/mo