



160 SOUTH MAIN  
FARMINGTON, UT 84025  
[FARMINGTON.UTAH.GOV](http://FARMINGTON.UTAH.GOV)

## LOCAL BUSINESS AUTHORITY OF FARMINGTON NOTICE & AGENDA

Notice is given that the Governing Board of the Local Business Authority of Farmington will hold a meeting on **Tuesday, May 20, 2025** at City Hall 160 South Main, Farmington, Utah at 7:00 pm. in the Council Chambers. The link to listen to the regular meeting live can be found on the Farmington City website [www.farmington.utah.gov](http://www.farmington.utah.gov). If you wish to email a comment, you may do so to [dcarlile@farmington.utah.gov](mailto:dcarlile@farmington.utah.gov)

The agenda shall be as follows:

- Consideration for adoption of a resolution adopting Bylaws for the Local Building Authority

### ***Motion to adjourn and reconvene the City Council meeting.***

In compliance with the Americans with Disabilities Act, individuals needing special accommodations due to a disability, please contact DeAnn Carlile, City recorder at 801-939-9206 at least 24 hours in advance of the meeting.

*I hereby certify that I posted a copy of the foregoing Notice and Agenda at Farmington City Hall, Farmington City website [www.farmington.utah.gov](http://www.farmington.utah.gov) and the Utah Public Notice website at [www.utah.gov/pmn](http://www.utah.gov/pmn). Posted on May 15, 2025*

**CITY COUNCIL STAFF REPORT FOR MAY 6, 2025**

To: Mayor and City Council  
From: Levi Ball  
Date: May 15, 2025  
Subject: **Local Building Authority (LBA) adoption of Bylaws**

**RECOMMENDATIONS**

Review the Local Building Authority (LBA) Bylaws. Approve the resolution adopting the Bylaws.

**BACKGROUND**

The Local Building Authority (LBA) is the funding mechanism required for the city to issue lease revenue bonds. As the city has explored different financing options, the lease revenue bond option is currently the most advantageous for both pricing and credit for the city's long-term goals. The LBA is structured similar to the city where the city council and the mayor are the board and chair of the LBA. This board will make all decisions for bonding, similar to if the city council were making the decisions.

During the May 6, 2025 council meeting the LBA Creation Resolution and Articles of Incorporation were adopted. The signed Articles of Incorporation have been filed with the State of Utah Division of Corporations to officially register the LBA. The Governing Board of the LBA will convene for the first time on May 20, 2025 to adopt the Bylaws.

Documents provided by bond counsel Gilmore & Bell, P.C.:

- Resolution of Authority Approving Bylaws
- Bylaws

Respectfully submitted,



Levi Ball  
Deputy Finance Director

Review and concur,



Brigham Mellor  
City Manager

NOTICE OF SPECIAL MEETING

TO THE MEMBERS OF THE GOVERNING BOARD OF THE LOCAL BUILDING  
AUTHORITY OF FARMINGTON CITY, UTAH:

NOTICE IS HEREBY GIVEN that a special meeting of the Governing Board of the Local Building Authority of Farmington City, Utah (the “Authority”) will be held at the Governing Board’s regular meeting place on May 20, 2025, for the purpose of adopting bylaws for the Authority, confirming the election of the officers for the Authority, and related matters, and for the transaction of such other business incidental to the foregoing as may come before said meeting.

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Secretary-Treasurer

ACKNOWLEDGMENT OF NOTICE  
AND CONSENT TO SPECIAL MEETING

We, the Trustees of the Governing Board of the Authority, do hereby acknowledge receipt of the foregoing Notice of Special Meeting, and we hereby waive any and all irregularities, if any, in such notice and in the manner of service thereof upon us and consent and agree to the holding of such special meeting at the time and place specified in said notice, and to the transaction of any and all business which may come before said meeting.

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Trustee

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Trustee

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Trustee

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Trustee

Farmington, Utah

May 20, 2025

The Board of Trustees (the “Governing Board”) of the Local Building Authority of Farmington City, Utah (the “Authority”), met in special session in Farmington, Utah, on May 20, 2025, at 7:00 p.m., with the following Trustees being present:

Roger Child	[Vice President]
Melissa Layton	[Trustee]
Alex Leeman	[Trustee]
Amy Shumway	[Trustee]

Also present:

DeAnn Carlile	Secretary-Treasurer
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Absent:

Brett Anderson	Chair/President
Scott Isaacson	Trustee

After the meeting had been duly called to order and after other matters not pertinent to this Resolution had been discussed, a Certificate of Compliance with Open Meeting Law with respect to this May 20, 2025, meeting was presented to the Board, a copy of which is attached hereto as Exhibit A.

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

Those voting AYE:

Those voting NAY:

The resolution was then signed by the Chair/President in open meeting and recorded by the Secretary-Treasurer in the official records of the Local Building Authority of Farmington City, Utah. The resolution is as follows:

RESOLUTION NO. \_\_\_\_\_

A RESOLUTION ADOPTING BYLAWS FOR THE LOCAL  
BUILDING AUTHORITY OF FARMINGTON CITY, UTAH;  
CONFIRMING THE ELECTION OF OFFICERS FOR SUCH  
AUTHORITY; AND AUTHORIZING OTHER ACTION ON  
BEHALF OF THE AUTHORITY.

WHEREAS, by a resolution (the “City Resolution”) adopted by the City Council (the “City Council”) of Farmington City, Utah (the “City”) on May 6, 2025, the City Council has authorized, approved, and directed, the creation of the Local Building Authority of Farmington City, Utah (the “Authority”), under the Local Building Authority Act, Title 17D, Chapter 2, Utah Code Annotated 1953, as amended (the “Act”) for the purpose of accomplishing the public purposes for which the City exists by acquiring, improving or extending one or more projects, as defined in the Act, and financing their costs on behalf of the City; and

WHEREAS, pursuant to the City Resolution, the Articles of Incorporation for the Authority (the “Articles”) have been filed by the incorporators of the Authority with the Department of Commerce of the State of Utah; and

WHEREAS, the Department of Commerce of the State of Utah has heretofore issued a Certificate of Incorporation for the Authority establishing in all respects the due incorporation and creation of the Authority; and

WHEREAS, pursuant to the City Resolution and under the Articles, the Board of Trustees of the Authority (the “Governing Board”) has been authorized to elect officers, adopt bylaws, and to take other action on behalf of the Authority; and

WHEREAS, this organizational meeting of the Governing Board has been duly called pursuant to prescribed notice by the incorporators of the Authority for the purposes set forth in such notice;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE LOCAL BUILDING AUTHORITY OF FARMINGTON CITY, UTAH, AS FOLLOWS:

Section 1. Bylaws for the Authority in the form attached hereto as Exhibit B and as approved by the Board are hereby adopted by the Board of Trustees of the Authority pursuant to their authority under the Articles.

Section 2. The following members and officers of the Governing Board are hereby elected to the respective offices of the Authority set forth below:

Office

Chair/President  
Vice President  
Secretary-Treasurer

Candidate

[Brett Anderson]  
[Roger Child]  
DeAnn Carlile

Section 3. The officers of the Authority shall file such annual or other reports as are required to be filed with the Department of Commerce of the State of Utah and any other public office and shall do all things necessary and proper to preserve and keep in full force and effect the existence of this Authority.

A motion to adopt the foregoing resolution (the "Resolution") was then duly made by Trustee \_\_\_\_\_, duly seconded by Trustee \_\_\_\_\_, and was put to vote and carried, the vote being as follows:

AYE:

NAY:

Thereupon, the Chair/President of the Authority declared the motion carried and the Resolution adopted, and the Secretary-Treasurer was directed to enter the foregoing proceedings and Resolution upon the minutes of the Governing Board.

The foregoing resolution of the Governing Board of the Authority was adopted and approved this May 20, 2025.

LOCAL BUILDING AUTHORITY OF  
FARMINGTON CITY, UTAH

(SEAL)

By: \_\_\_\_\_  
Chair/President

ATTEST:

By: \_\_\_\_\_  
Secretary-Treasurer

STATE OF UTAH )  
 : ss.  
COUNTY OF UTAH )

I, DeAnn Carlile, the undersigned duly qualified and acting Secretary-Treasurer of the Local Building Authority of Farmington City (the “Authority”), do hereby certify as follows:

That the foregoing typewritten pages constitute a full, true and correct copy of the record of proceedings of the Board of Trustees of the Authority taken at a meeting thereof held on May 20, 2025, commencing at the hour of 7:00 p.m., insofar as said proceedings relate to the consideration and adoption of a resolution authorizing the creation of a building authority; that I personally attended said meeting, and that the proceedings were in fact held as in said minutes specified.

IN WITNESS WHEREOF, I have hereunto subscribed my official signature and affixed the seal of the Authority this May 20, 2025.

(SEAL)

By: \_\_\_\_\_  
Secretary-Treasurer



EXHIBIT A

CERTIFICATE OF COMPLIANCE WITH OPEN MEETING LAW

I, DeAnn Carlile, the duly qualified and acting Secretary-Treasurer of the Local Building Authority of Farmington City Utah (the “Authority”), do hereby certify, according to the records of the Authority in my official possession, and upon my own knowledge and belief, that in accordance with the requirements of Section 52-4-202, Utah Code Annotated 1953, as amended, I gave not less than twenty-four (24) hours public notice of the agenda, date, time, and place of the May 20, 2025, public meeting held by the Authority as follows:

(a) By causing a Notice, in the form attached hereto as Schedule 1, to be posted at the Authority’s principal offices at least twenty-four (24) hours prior to the convening of the meeting, said Notice having continuously remained so posted and available for public inspection until the completion of the meeting;

(b) By causing a copy of such Notice, in the form attached hereto as Schedule 1, to be posted to the Utah Public Notice Website (<http://pmn.utah.gov>) at least twenty-four (24) hours prior to the convening of the meeting; and

(c) By causing a copy of such Notice, in the form attached hereto as Schedule 1, to be posted on the Authority’s official website at least twenty-four (24) hours prior to the convening of the meeting.

The Authority does not schedule its meetings in advance over the course of the year.

IN WITNESS WHEREOF, I have hereunto subscribed my signature this May 20, 2025.

(SEAL)

By: \_\_\_\_\_  
Secretary-Treasurer

SCHEDULE 1

NOTICE OF MEETING

EXHIBIT B

BYLAWS

BYLAWS  
OF  
THE LOCAL BUILDING AUTHORITY  
OF  
FARMINGTON CITY, UTAH

ARTICLE I

OFFICES

The principal corporate office of the Local Building Authority of Farmington City, Utah (the “Authority”), shall be located at 160 South Main, Farmington, Utah.

ARTICLE II

PURPOSE

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

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

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

At no time shall the Authority engage in any activities which are unlawful under the laws of the United States of America, the State of Utah, or any other jurisdiction wherein it conducts its activities. No substantial part of the activities of the Authority shall include the carrying on of

propaganda, or otherwise attempting to influence legislation and the Authority shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

### ARTICLE III

#### GOVERNING BOARD

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

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

Section 3. Regular Meetings. Regular meetings of the Governing Board shall be held in compliance with the laws of the State of Utah relating to open and public meetings, Title 52, Chapter 4, Utah Code Annotated 1953, as amended (the “Open and Public Meetings Act”), at such times and places as the Governing Board may by resolution designate.

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

Section 5. Notice. Public notice of all meetings of the Governing Board shall be given in accordance with the Open and Public Meetings Act. Notice to the trustees of any regular meeting of the Governing Board shall be deemed given upon the enactment of the resolution scheduling such meeting. Notice to the trustees of any special meeting of the Governing Board shall be given at least twenty-four (24) hours previously thereto by written notice delivered electronically or personally.

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

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

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

## ARTICLE IV

### OFFICERS

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

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

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

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

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

## ARTICLE V

### COMMITTEES

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

## ARTICLE VI

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

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

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

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

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

## ARTICLE VII

### BOOKS AND RECORDS

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

## ARTICLE VIII

### SEAL

The corporate seal for the Authority shall be circular in shape with the words “Local Building Authority Seal” at the top and the words “Farmington City” at the bottom located on the perimeter of the seal.

## ARTICLE IX

### WAIVER OF NOTICE

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

## ARTICLE X

### MANNER OF OPERATION

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

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

Section 3. Compliance with Certain Federal Income Tax Revisions. The Authority has been created with the intent that it would qualify as a corporation described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as well as under any similar provision



of the Internal Revenue Code subsequently enacted. Accordingly, the Authority shall undertake no action which would result in the Authority failing to qualify as a corporation described under said Section of the Internal Revenue Code subsequently enacted.

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

DATED at Farmington, Utah, this \_\_\_\_\_, 2025.

By: \_\_\_\_\_  
Secretary-Treasurer