

EXHIBIT A2

RESOLUTION 2024-1

A RESOLUTION AUTHORIZING WESTON COUNTY, STATE OF WYOMING, TO ENTER INTO A LEASE PURCHASE AGREEMENT RELATING TO THE ACQUISITION AND CONSTRUCTION OF A NEW 5-ACRE CELL, ACCESS ROAD, ELECTRICAL INFRASTRUCTURE AND STORAGE PAD AT THE LANDFILL SITE SOUTH OF NEWCASTLE, WYOMING.

WHEREAS, Weston County, Wyoming (the "County") is a duly and regularly created, organized and existing county and body corporate and politic, existing as such under and by virtue of the constitution and laws of the State of Wyoming (the "State"); and

WHEREAS, solid waste districts are created by resolution of a board of county commissioners and have appointed boards, all pursuant to Wyo. Stat. §§ 18-11-101 and 18-11-102; and

WHEREAS, the Weston County Solid Waste District (the "District") was formed by the Weston County Commissioners (the "Commissioners") pursuant to Resolution #15-03, dated June 16, 2015, for the following purposes:

"... to conduct research, get public input, exercise the powers granted to a [solid waste district] by law, and carry out the functions granted to a solid waste district for the betterment of our community;" and

WHEREAS, the District was consolidated with Central Weston County Solid Waste District to better serve residents and property owners of the County, pursuant to Resolution No. 2023-14, dated June 20, 2023; and

WHEREAS, the District owns certain real property in the County south of Newcastle, Wyoming (the "Site"); and

WHEREAS, the District and the County have heretofore determined that the needs of the District and the County include the acquisition and construction of a new 5-acre cell, access road, electrical infrastructure and storage pad (the "Improvements") at the Site, which would be of service to and for the benefit of the inhabitants of the County; and

WHEREAS, the District will enter into a Site Lease dated as of January 31, 2024 (the "Site Lease"), between the District and First Northern Bank of Wyoming in Newcastle, Wyoming (the "Tenant"), whereby the District will lease the Site to the Tenant; and

WHEREAS, pursuant to this resolution (the "County Authorizing Resolution"), and in order to fund the acquisition and construction of the Improvements, the County intends to enter into a Lease Purchase Agreement dated as January 31, 2024 (the "Lease Agreement"), between the Bank, as lessor, and the District and the County, collectively as lessee. Pursuant to the Lease Agreement, the Bank will sublease the Site to the District and the County, provide funding for the acquisition and construction of the Improvements on the Site, and lease the Improvements (hereinafter the Site and the Improvements being collectively referred to as the "Leased Property") to the District and the County; and

WHEREAS, the Commissioners desire to authorize certain employees of the County and Commissioners to proceed to finalize the form of the Lease Agreement and all other documents necessary to effect the financing of the Improvements and to negotiate the necessary terms and provisions thereof;

NOW, THEREFORE, BE IT RESOLVED:

SECTION 1. All action heretofore taken (not inconsistent with the provisions of this County Authorizing Resolution) by the Commissioners or employees of the County and directed toward the Leased Property, are hereby ratified, approved and confirmed.

SECTION 2. The Lease Agreement (including the Schedules and Exhibits thereto), and that certain set of Post-Issuance Compliance Policies and Procedures for Bonds dated as January 16, 2024, are hereby approved in substantially the same form as presented to the Commissioners, with such additions, omissions and changes as may be approved by the Weston County Attorney and persons executing the same, their execution being conclusive evidence of their approval of any such additions, omissions, and changes, and the Chairman of the Commissioners and the County Clerk, where appropriate, are authorized and directed to affix his, her or their signatures thereto. The County expects the District to make payments pursuant to the Lease Agreement from moneys legally available therefore.

SECTION 3. No provision of this County Authorizing Resolution or the Lease Agreement shall be construed as creating or constituting a general obligation or other indebtedness of the County or the District or a mandatory payment obligation of the County or the District in any ensuing Fiscal Year beyond the current Fiscal Year.

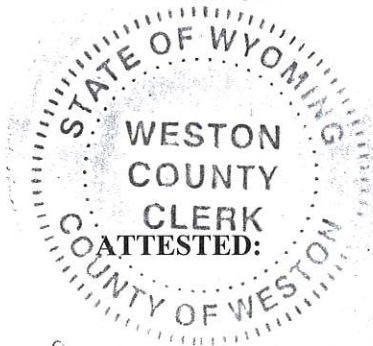
SECTION 4. The Commissioners hereby represent that the reasonably anticipated amount of qualified tax-exempt obligations which have been and will be issued on behalf of the County for the 2024 calendar year does not exceed \$10,000,000 and the Commissioners hereby designate the Lease Agreement to be a "qualified tax-exempt obligation" pursuant to Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

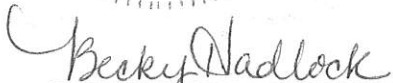
SECTION 5. If any section, paragraph, clause or provision of this County Authorizing Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this County Authorizing Resolution.

SECTION 6. All resolutions, or parts thereof, inconsistent with this County Authorizing Resolution or with any of the documents hereby approved, are hereby repealed only to the extent of such inconsistency. This repealer shall not be construed as reviving any resolution or part thereof.

SECTION 7. This County Authorizing Resolution shall be in full force and effect upon its passage and adoption.


ADOPTED AND APPROVED as of the 16th day of January, 2024.

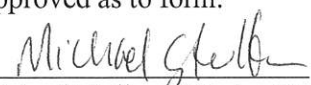



Becky Hadlock, Weston County Clerk

Lease Agreement - EXHIBIT A2
County Authorizing Resolution

WESTON COUNTY, WYOMING


Don Taylor, Chairman
Board of Weston County Commissioners

Approved as to form:

Michael Stulken, Weston County Attorney