

AMENDMENT
TO THE
RESOLUTION AND DECLARATION OF TRUST
CREATING
“THE PERPETUAL TRUST OF ST. PETER AND ST. PAUL”

WHEREAS, The Perpetual Trust of St. Peter and St. Paul (the “Trust”) was created pursuant to that certain Resolution and Declaration of Trust dated November 7, 1994 (the “Trust Declaration”), executed by The Corporation of the Bishop of the Episcopal Diocese of Utah, a Utah corporation sole (the “Corporation of the Bishop”), which was dissolved effective December 31, 1997, pursuant to Section 16-7-12, Utah Code Annotated (1953, as amended); and

WHEREAS, the beneficiaries of the Trust are The Corporation of the Episcopal Church in Utah, a Utah nonprofit corporation (“CECU”), as successor beneficiary to the Corporation of the Bishop (under the terms of paragraph 13 of the Plan of Complete Liquidation, Dissolution and Distribution adopted with respect to the dissolution of the Corporation of the Bishop and Article 13 of the Trust Declaration) and The Episcopal Diocese of Utah; and

WHEREAS, the recitals to the Trust Declaration state that the purposes for which the Trust was created include providing a source of revenue to support and further the mission and ministry of The Episcopal Church in Utah by establishing the Trust for the continuous and permanent safeguarding and investment of certain assets then held by the Corporation of the Bishop for the perpetuation and preservation of such fund in perpetuity; and

WHEREAS, the undersigned have determined and agreed that The Episcopal Diocese of Utah has needs for the acquisition, construction and improvement of real property that cannot be met because of the restrictions on distributions of Article 5 of the Trust Declaration and because the trustees of the Trust are prohibited from pledging the assets of the Trust to facilitate loans to the

Trust or to CECU and from making loans to CECU, thereby frustrating one of the purposes for which the Trust was created; and

WHEREAS, the undersigned have determined and agreed that an amendment to the limitations on distributions under the Trust Declaration, and authorizing the Trustees to pledge Trust assets to secure loans made to the Trust or to CECU and to make loans to CECU, all as set forth hereafter, will permit the real property needs of The Episcopal Diocese of Utah to be met while providing adequate assurances that the Trust will be perpetuated and the Trust assets preserved in perpetuity; and

WHEREAS, the undersigned determined that the Trust Declaration, being irrevocable and not generally subject to amendment, could be modified only by order of a court of competent jurisdiction; and

WHEREAS, on August 10, 1999, pursuant to a Petition filed by the undersigned, an Order Authorizing Modification of Resolution and Declaration of Trust, was entered in the Third Judicial District Court of Salt Lake County, State of Utah (the "Order"), authorizing an amendment to the Trust Declaration in the manner hereafter set forth;

NOW, THEREFORE, the undersigned, acting in their respective capacities as the successor to the settlor of the Trust, the successor Trustees, and the beneficiary and successor beneficiary of the Trust, and acting pursuant to and in accordance with the Order, hereby amended the Trust Declaration in the following particulars only:

1. Paragraph f of Article 3 of the Declaration of Trust is hereby amended and restated in its entirety to read as follows:

f. Action by Majority. The trustees shall act as a committee. All actions by the trustees must be approved: (1) by majority vote of the trustees if the Diocesan Bishop concurs with the majority; or (2) if the Diocesan Bishop does not concur with the action to be taken, by unanimous vote of all trustees other than the Diocesan Bishop. If the office of the Diocesan Bishop is vacant, the provisions of Article 12 shall govern actions by the trustees.

2. Article 5 of the Declaration of Trust is hereby amended and restated in its entirety to read as follows:

5. Operating Distribution. Each calendar year, the trustees shall distribute to the Corporation funds from the Trust consistent with the provisions and requirements of this Article 5.

a. Annual Operating Distribution. The trustees shall distribute a sum of money to be used by the Corporation in furtherance of the purposes set forth in Article 4 above (the "Operating Distribution"). The amount of the Operating Distribution shall not exceed the Operating Distribution Amount (as defined in paragraph 5.b. below). The Operating Distribution shall be made available to the Corporation in one or more payments and at such times as the Corporation may request.

b. Definitions. As used in this Declaration of Trust, the following terms shall have the meanings given below:

"Debt Amortization Reserve" means a debt reserve account within the Trust established by the trustees to ensure that funds are available to repay the principal amount of the debt obligations of the Trust or the Corporation described in Article 6 below as they become due.

"Operating Distribution Amount" means, for any calendar year, an amount equal to 5.0% of the Rolling Average Fund Value; provided that for the year 1999, the percentage used to calculate the Operating Distribution Amount shall be 5.5%.

"Portfolio Assets" means cash, cash equivalents, and investment securities held for the Trust by the Trust custodian. For purposes of this Declaration of Trust, Portfolio Assets do not include loans by the Trust to the Corporation authorized under Article 6.

"Rolling Average Fund Value" means for any calendar year, the average of the month-end market values of Portfolio Assets as reported by the Trust custodian for the 48-month period ending June 30th of the immediately preceding calendar year. When computing the Rolling Average Fund Value, the following items shall be deducted from the month-end market values of Portfolio Assets: (1) accrued interest and dividends; and (2) all amounts held in a Debt Amortization Reserve (as described in paragraph 6.e. below).

3. Article 6 of the Declaration of Trust is hereby amended and restated in its entirety to read as follows:

6. Use of Trust Assets to Borrow Money. The trustees may use Trust assets and distribute funds from the Trust to facilitate borrowings subject to and consistent with the provisions and requirements of this Article 6.

a. Purpose of Borrowings. The proceeds of all borrowings authorized in this Article 6 shall be made available to the Corporation and shall be used by the Corporation solely to fund, consistent with the purposes set forth in Article 4 above, the acquisition, construction, and improvement of real property, or for the financing or refinancing thereof.

b. Borrowings by the Trust. The trustees may cause the Trust to borrow money in the form of: (1) loans made to the Trust, as borrower; (2) arrangements where the trustees sell Trust assets with an agreement to repurchase the assets at a later date; or (3) other credit arrangements acceptable to the trustees. The trustees may pledge, convey, mortgage or otherwise encumber Trust assets to secure such borrowings. The trustees shall loan the proceeds of all such borrowings to the Corporation for the purposes described in paragraph 6.a. above. The interest rate and repayment terms of any loan to the Corporation shall be on terms and conditions approved by the trustees.

c. Borrowings by the Corporation. The trustees may use Trust assets to accommodate borrowings by the Corporation from other lenders for the purposes described in paragraph 6.a. above. To facilitate the making of any such loan to the Corporation, the trustees may pledge, mortgage or otherwise encumber Trust assets as security for the Corporation's debt obligations subject to the limitations of paragraph 6.f. below.

d. Distributions to Service Corporation Debt. In each calendar year, the trustees may distribute to the Corporation a sum of money to be used by the Corporation to service its debt obligations authorized by this Article 6, whether to the Trust or to other lenders (the "Debt Service Distribution"). The Debt Service Distribution shall be in an amount sufficient to pay: (1) any costs associated with the outstanding debt obligations, including, but not limited to, bond trustee and paying agent fees; and (2) all interest and principal payments required under the terms of the applicable debt instruments. The Debt Service Distribution shall be made available to or for the benefit of the Corporation in one or more payments and at such times as the applicable debt instruments require, or as otherwise requested by the Corporation with the approval of the trustees. The trustees may withhold and apply to the account of the Corporation any portion of the Debt Service Distribution required to service the debt of the Corporation to the Trust.

e. Allocations to Debt Amortization Reserve. In the event payments to fully amortize the principal balance of a debt obligation of the

Corporation are not required by the terms of the applicable debt instruments, the trustees shall make an annual allocation to the Debt Amortization Reserve of an amount not less than the minimum annual payment that would amortize fully the outstanding principal balance of such debt obligation by its scheduled maturity date. If the debt has a scheduled maturity date twelve (12) months or less from the date the debt was incurred, the annual allocation to the Debt Amortization Reserve shall be an amount which would amortize fully the outstanding balance of such debt obligation over a term established by the trustees.

f. Limitations on Borrowings. Borrowings by the Trust and the Corporation authorized and incurred under this Article 6 are subject to the following limitations:

(1) Unless required by the terms of the applicable debt instruments, the trustees shall not authorize the liquidation of Portfolio Assets to retire borrowings or encumber Portfolio Assets to secure borrowings, if the effect thereof would be to reduce the three-month moving average market value of Portfolio Assets not subject to a pledge, conveyance, mortgage or other encumbrance, below the greater of: (a) 60% of the Rolling Average Fund Value of the Trust; or (b) \$60,000,000.00. The three-month moving average market value shall be computed as the average of the market values of Portfolio Assets not subject to a pledge, conveyance, mortgage or

other encumbrance as reported in the Trust custodian's three most recent monthly reports.

(2) For any calendar year, the aggregate debt secured by Portfolio Assets shall not exceed thirty-five percent (35%) of the Rolling Average Fund Value. No additional debt may be incurred if the additional debt would cause the total debt outstanding to exceed the thirty-five percent (35%) debt limitation.

(3) When considering the terms of a debt instrument in which Portfolio Assets or Debt Service Distributions will be used to secure or make payments on a borrowing authorized in this Article 6, the trustees shall take into account the purposes and policies expressed in the Recitals of this Declaration of Trust, and the trustees shall attempt to establish terms for the borrowings which they reasonably believe are consistent with those purposes and policies.

g. Distribution Priorities. Distributions authorized under Article 5 and this Article 6 shall be made in the following order of priority, so that, starting with the first level of recipients, payment of the full distribution amount is made to each recipient or class of recipients in that level before any distribution is made to recipients in the next level:

First, distributions to cover the costs and expenses incident to the administration of the Trust;

Second, the Debt Service Distribution; and

Third, the Operating Distribution.

h. Limitation on Anticipation, Assignment or Attachment.

Except with respect to the servicing of Corporation debt (as described in this Article 6) or as otherwise expressly provided herein, no principal or income payable or to become payable under this Trust shall be subject to anticipation or assignment by the Corporation or to attachment by, or to the interference or control of, any creditor of the Corporation, nor may the same be taken or reached by any legal or equitable process in satisfaction of any debt or liability of the Corporation prior to its actual receipt by the Corporation.

4. Article 7 of the Declaration of Trust is hereby amended and restated in its entirety to read as follows:

7. Trustees' Powers. Except as expressly provided otherwise in this Declaration of Trust, the trustees shall have both the administrative and investment powers conferred upon trustees under the laws of the State of Utah as amended from time to time; provided, however, that those powers shall be exercised in a manner consistent with the purposes set forth in Article 4 and shall be subject to the limitations set forth in Article 15. Without limiting the generality of the foregoing, the trustees shall have the following powers:

a. The trustees shall exercise their discretion to invest the assets of the Trust as reasonably prudent trustees, looking first to the security of the assets, and then assuring that the assets are productive of income and, where possible, growth.

b. The trustees may retain assets as acquired, or they may sell or exchange assets at their discretion. The trustees may make such investments as reasonably prudent persons familiar with and experienced in such matters would make, seeking insurance of the security of capital, rather than speculation as to gain, but assuring income.

c. The trustees shall have all powers and discretion necessary to handle investments of Trust assets and make transfers thereof. Without limiting the generality of the foregoing, the trustees shall have the authority to appoint and contract with such agents, custodians and other professionals as they may deem necessary and appropriate, for the holding, management, investment and transfer of Trust assets, as well as such investment manager(s) as are required to be appointed under Article 8. Furthermore, it is expressly contemplated that Trust assets may be held in the name of an agent, custodian or investment manager when the trustees have so authorized or contracted.

d. Any security transactions must be made consistent with applicable national canons of The Episcopal Church.

e. The trustees shall have the authority to appoint an investment committee and to engage one or more investment managers and custodians as provided in Article 8 of this Declaration of Trust, and to establish investment guidelines and other matters as the trustees may deem necessary or appropriate, for purposes of fulfilling the trustees' responsibilities to invest and administer the Trust.

f. The trustees shall have the authority to establish such accounts and sub-accounts as may be necessary or appropriate for the handling and accounting for all or any portion of the principal, as well as the income derived and costs, expenses and disbursements therefrom.

5. The definition of the capitalized term "Corporation" as used in the Declaration of Trust is hereby amended to refer to The Corporation of the Episcopal Church in Utah, a Utah nonprofit corporation, which has succeeded to the interests of The Corporation of the Bishop of the Episcopal Diocese of Utah, a Utah corporation sole, in and to the Declaration of Trust and the Trust assets, and to any subsequent successor in interest to The Corporation of the Episcopal Church in Utah.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this


26th day of August, 1999.

BISHOP OF THE EPISCOPAL DIOCESE OF UTAH:

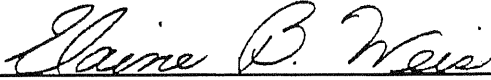


The Rt. Rev. Carolyn Tanner Irish

TRUSTEES of THE PERPETUAL TRUST OF
ST. PETER AND ST. PAUL:



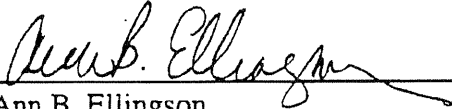
Carolyn Tanner Irish



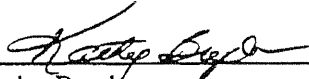
Elaine B. Weis



Stephen F. Hutchinson




Ann B. Ellingson



Kathy Bryden

THE CORPORATION OF THE EPISCOPAL
CHURCH IN UTAH, a Utah nonprofit corporation

By: 

Barbara Losse, President

THE EPISCOPAL DIOCESE OF UTAH,
an ecclesiastical entity organized under the
Constitutions and Canons for the Government of
The Protestant Episcopal Church in the United
States of America otherwise known as The
Episcopal Church

By: Carolyn J. Irish
The Rt. Rev. Carolyn Tanner Irish,
Bishop of Utah

By: THE STANDING COMMITTEE OF THE
EPISCOPAL DIOCESE OF UTAH

By: Barbara Losse
Barbara Losse, President

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