

MINUTES OF UTOPIA REGULAR BOARD MEETING – November 14, 2005

THE UTOPIA BOARD OF DIRECTORS HELD A REGULAR MEETING ON MONDAY, NOVEMBER 14, 2005 AT *The UTOPIA Offices, 1385 West 2200 South, Suite302, West Valley City, Utah 84119*. THE MEETING WAS CALLED TO ORDER BY CHAIR LEE KING.

MEMBERS PRESENT: LouAnn Christensen, Brigham City, *later arrival*  
Jim Allan, Cedar City  
Paul Cutler – Centerville  
Alex Jensen – Layton  
Ott Dameron – Lindon  
Lee King – Midvale  
Daniel Snarr – Murray, *later arrival*  
Jim Reams – Orem  
Mark Cram - Riverton  
Richard Woodworth - Tremonton  
Wayne Pyle – West Valley City

MEMBERS ATTENDING BY TELEPHONE:  
Ed Skrobiszewski – Perry

MEMBERS ABSENT: Andy Hall – Payson; excused, out of town  
Jim Perry – Cedar Hills

OFFICERS PRESENT: Paul Morris, Executive Director  
Roger Black, Deputy Director and COO  
David Shaw, General Counsel *via telephone*

Chair Lee King mentioned that several were joining by phone. They are Board Member Ed Skrobiszewski from Perry and David Shaw, UTOPIA's General Counsel. The Chair called the meeting to order and welcomed all attending. He turned the time over to Paul Morris, Executive Director to make introductions.

1. Introductions. Executive Director Paul Morris welcomed those attending and stated there were no introductions to be made.
2. Approval of October 17, 2005 Board Meeting Minutes. Chair Lee King asked if there were any changes to the Minutes and if not he would entertain a motion. Board Member Wayne Pyle made a motion to approve the Minutes of the October 17, 2005 Board Meeting. Board Member Jim Allan seconded the motion. A vote was taken of those present; it was unanimous in favor. A vote was taken of the telephone attendee, Board Member Ed Skrobiszewski who voted in favor. Board Members LouAnn Christensen and Daniel Snarr were not present for this vote and arrived soon thereafter.

3. Resolution 05-15: A Resolution approving the execution of an Interlocal Cooperative Indefeasible Right of Use Agreement to exchange use of fiber optic assets with the City of Spanish Fork. Chief Operating Officer Roger Black explained the need for this resolution. UTOPIA needs to connect the head end in Lindon to a footprint in Payson through Spanish Fork. The proposed IRU enables this connection. David Shaw stated that an IRU is not ownership, but it is very close to it. It gives UTOPIA use of this fiber over a period of time, for 50 years. Board Member Ott Dameron asked about the finance considerations. Roger Black stated that it was a trade arrangement for both UTOPIA and Spanish Fork. UTOPIA needs their dark fiber strands and Spanish Fork needs use of certain portions of UTOPIA's fiber optic assets. The \$5,400 cost is Spanish Fork's power company construction cost and UTOPIA will reimburse the city.

Board Members LouAnn Christensen and Daniel Snarr arrived during this discussion. Chair Lee King asked that Mr. Black re-cap what was being discussed. Mr. Black stated that UTOPIA is connecting Lindon to Payson through Spanish Fork and this resolution gives UTOPIA the right to use Spanish Fork's fiber. UTOPIA's equipment then becomes their back up in this trade arrangement. Board Member Paul Cutler asked if UTOPIA then was their back up only and if Spanish Fork gets their own service provider. Mr. Black affirmed Mr. Cutler's understanding of this arrangement.

There was no further discussion, so Chair King stated he would entertain a motion. A motion was made by Board Member Alex Jensen to adopt Resolution 05-15. Board Member Richard Woodworth seconded the motion. A roll call vote was taken of those present and on the telephone. It was unanimous in favor of passing the Resolution.

4. Resolution 05-16: A Resolution approving and authorizing the execution of an amended and restated agreement creating the Utah Local Governments Trust. Chair Lee King introduced this resolution as a "housekeeping" agreement with the Trust regarding two issues. One issue is that the Trust provides insurance to agencies and this statute amends their by-laws. The other issue is a self-generating issue by the Trustees. Their original agreement called for a minimum number of votes per city, county, special district, etc. Over the years the number of counties that belong to the Trust has diminished, causing the need to change the numbers of votes. It puts caps on voting. This is done by amending their Interlocal agreement. UTOPIA belongs to the Trust. The UTOPIA Board Members therefore need to vote to give the Executive Director the authority to sign this agreement.

There were no questions. Board Member Ott Dameron made the motion to approve the resolution. Board Member Jim Reams seconded the motion. A roll call vote was taken of all present and on the telephone. It was unanimous in favor of adopting Resolution 05-16.

The business of the meeting was finished. Board Member Richard Woodworth made a motion to adjourn the meeting. It was adjourned.