

Clearfield, Utah

March 10, 2020

The City Council (“Council”) of Clearfield City, Utah (the “City”) met in regular public session at the regular meeting place of the Council, on Tuesday, March 10, 2020, at the hour of 7:00 p.m., with the following members of the Council being present:

Mark Shepherd	Mayor
Kent Bush	Councilmember
Nike Peterson	Councilmember
Vern Phipps	Councilmember
Tim Roper	Councilmember
Karece Thompson	Councilmember

Also present:

Nancy Dean	City Recorder
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Absent:

After the meeting had been duly called to order and after other matters not pertinent to this resolution had been discussed, the City Recorder presented to the Council a Certificate of Compliance with Open Meeting Law with respect to this March 10, 2020, meeting, a copy of which is attached hereto as Exhibit A.

The following resolution was then introduced in written form, was fully discussed, and pursuant to motion duly made by Councilmember _____ and seconded by Councilmember _____, was adopted by the following vote:

AYE:

NAY:

ABSTAIN:

The resolution is as follows:

CLEARFIELD CITY RESOLUTION 2020R-06

A RESOLUTION AUTHORIZING AND APPROVING A CONTRACT BETWEEN CLEARFIELD CITY, UTAH (THE “CITY”) AND UTAH INFRASTRUCTURE AGENCY (“UIA”) FOR UIA TO PROVIDE CERTAIN SERVICES TO THE CITY; AUTHORIZING THE MAYOR OF THE CITY OR OTHER DESIGNATED OFFICER OF THE CITY TO EXECUTE AND DELIVER THE SAME.

WHEREAS, Clearfield City, Utah (“City”) is a body corporate and politic duly and regularly created, established, organized and existing under and by virtue of the provisions of the Constitution of the State of Utah; and

WHEREAS, Utah Infrastructure Agency (“UIA”) is an interlocal cooperative entity and a political subdivision of the State of Utah regularly created, established, organized and existing under and by virtue of the provisions of the Interlocal Cooperative Act, Title 11 Chapter 13, Utah Code Annotated 1953, as amended (the “Interlocal Act”); and

WHEREAS, pursuant to the Interlocal Act and Section 10-8-14, Utah Code Annotated 1953, as amended (collectively, the “Acts”), certain municipalities (the “Members”) organized UIA to provide for the construction, maintenance and operation of a fiber-optic network (the “Network”) within the Members, all of which benefit each of the Members; and

WHEREAS, the City has determined that there is a need within the City to provide services afforded by the Network (the “Connection Services”) to its residents; and

WHEREAS, UIA has determined that it has excess capacity in the Network to provide the Connection Services and desires to offer such excess capacity to the City; and

WHEREAS, the City now desires to cause to be acquired, installed, constructed and completed an advanced fiber optic communications network to serve residents of the City (the “City Network”) through the undertaking of the improvements contemplated hereby (as more fully described herein, the “Improvements”) and desires further that UIA shall acquire and install said Improvements and to pledge to UIA and remit certain revenues to accomplish the objectives set forth herein; and

WHEREAS, it is the intention of both UIA and the City that the Improvements that will provide the Connection Services will be operated and managed for the mutual benefit of both entities and that the City will pay or cause to be paid, fees for those services, pursuant to the terms of the Fiber Communication Service and Acquisition Contract substantially in the form attached hereto as Exhibit B (the “Service Contract”); and

WHEREAS, the Connections Services provided under this Service Contract are not Cable Television Services or Public Telecommunications Services as defined in the

Municipal Cable Television or Public Telecommunications Services Act, Title 10, Chapter 18, Utah Code Annotated 1953, as amended; and

WHEREAS, the Council hereby determines that it is in the best interest of the City to enter into the Service Contract for the purpose of providing Connection Services to the City;

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF CLEARFIELD CITY, UTAH AS FOLLOWS:

Section 1. All terms defined in the recitals hereto shall have the same meaning when used herein. All action heretofore taken (not inconsistent with the provisions of this Resolution) by the Council and by the officers of the City directed toward the execution and delivery of the Service Contract are hereby ratified, approved and confirmed.

Section 2. The Council hereby finds and determines, pursuant to the Constitution and laws of the State of Utah, that entering into a Service Contract with the City and UIA is in furtherance of its governmental and proprietary purposes and is in the best interest of the City.

Section 3. The Service Contract, in substantially the form presented to this meeting and attached hereto as Exhibit B, is in all respects approved, authorized, and confirmed, and the Mayor or the City Manager is authorized to approve the final terms thereof and to execute and deliver the Service Contract in the form and with substantially the same content as attached hereto for and on behalf of the City.

Section 4. The Mayor, the City Manager or the City Attorney are hereby authorized to make any alterations, changes, or additions in the Service Contract herein approved and authorized necessary to correct errors or omissions therein, to remove ambiguities therefrom, or to conform the same to other provisions of the Service Contract, to the provisions of this Resolution, to the understanding of the parties thereto or the provisions of the laws of the State of Utah or the United States, or to facilitate any financing undertaken in connection with the acquisition of the City Network, the approval of all such alterations, changes, or additions to be conclusively established by the execution thereof. Provided, however, that no such alterations, changes or additions shall materially adversely impact the interests of the City as determined by the Mayor, the City Manager or the City Attorney.

Section 5. If any provisions of this Resolution (including the exhibits attached hereto) should be held invalid, the invalidity of such provisions shall not affect any of the other provisions of this Resolution or the Exhibits.

Section 6. The City Recorder is hereby authorized to attest to all signatures and acts of any proper official of the City, and to place the seal of the City on the Service Contract. The Mayor, the City Recorder and other proper officials of the City and each of them, are hereby authorized to execute and deliver for and on behalf of the City any and all additional certificates, documents, and other papers and to perform all other acts that

they may deem necessary or appropriate in order to implement and carry out the matters herein authorized.

Section 7. All regulations, orders, and resolutions of the City or parts thereof inconsistent herewith are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed as reviving any regulation, order, resolution or ordinance or part thereof.

Section 8. This Resolution shall become effective immediately upon adoption by the Council.

PASSED, APPROVED, and MADE EFFECTIVE this March 10, 2020.

(SEAL)

CLEARFIELD CITY, UTAH

Mayor

ATTEST:

City Recorder

(Other business not pertinent to the foregoing appears in the minutes of the meeting.)

Upon the conclusion of all business on the agenda, the meeting was adjourned.

(SEAL)

By: _____
Mayor

ATTEST:

By: _____
City Recorder

STATE OF UTAH)
: ss.
COUNTY OF DAVIS)

I, Nancy Dean, certify according to the records of the City Council (the “Council”) of Clearfield City (the “City”) in my official possession that the foregoing constitutes a true and correct excerpt of the minutes of the meeting of the Council held on March 10, 2020, including a resolution (the “Resolution”) adopted at said meeting as said minutes and Resolution are officially of record in my possession.

I further certify that the Resolution, with all exhibits attached, was deposited in my office on March 10, 2020.

IN WITNESS WHEREOF, I have hereunto subscribed my signature and impressed hereon the official seal of the City, this March 10, 2020.

(SEAL)

By: _____
City Recorder

EXHIBIT A

CERTIFICATE OF COMPLIANCE WITH OPEN MEETING LAW

I, Nancy Dean, the undersigned City Recorder of Clearfield City, Utah (the "City"), do hereby certify, according to the records of the City 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 March 10, 2020, public meeting held by the City Council of the City (the "Council") as follows:

- (a) By causing a Notice, in the form attached hereto as Schedule 1, to be posted at the principal offices of the City on March _____, 2020, 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 delivered to the *Standard Examiner* on March _____, 2020, 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 Utah Public Notice Website (<http://pmn.utah.gov>) at least twenty-four (24) hours prior to the convening of the meeting.

In addition, the Notice of 2020 Annual Meeting Schedule for the Council (attached hereto as Schedule 2) was given specifying the date, time, and place of the regular meetings of the Council to be held during the year, by causing said Notice to be (a) posted on _____, at the principal office of the City, (b) provided to at least one newspaper of general circulation within the City on _____, and (c) published on the Utah Public Notice Website (<http://pmn.utah.gov>) during the current calendar year.

IN WITNESS WHEREOF, I have hereunto subscribed my official signature this March 10, 2020.

(SEAL)

By: _____
City Recorder

SCHEDULE 1 – NOTICE OF MEETING
SCHEDULE 2 – ANNUAL MEETING SCHEDULE

EXHIBIT B
FORM OF SERVICE CONTRACT