

**MINUTES OF COMBINED COMMISSION WORKING & REGULAR SESSION
MEETING HELD NOVEMBER 25, 2012 BEGINNING AT 1:00 P.M. IN COMMISSION
CHAMBERS OF THE DUCHESNE COUNTY ADMINISTRATION BUILDING, IN
DUCHESNE, UTAH**

Present

Commission Chairman Ronald Winterton, Commissioner Kirk J. Wood, Deputy County Attorney Tyler Allred, Public Works Director Glen Murphy, Uintah Basin Standard Reporter Steve Puro, and Commission Assistant BobbiJo Casper taking minutes of the meeting.

Absent

Commissioner Kent R. Peatross.

Opening Comments

Chairman Winterton gave the prayer. Mr. Puro stated that the prayer and pledge was cool.

Public Works/Landfill Update

Director Murphy reported that the Road Department finished fencing by the Dye Dugway and the cattle guard has been removed. Surveyor Jerry Allred and Attorney Tyler Allred are working on vacating the old road and we will get gates and signs put up.

Director Murphy also reported that on County Road 69, we removed the asphalt and turned it back to gravel.

Director Murphy also reported that there were ice problems over the weekend on the Bluebell Road. There were four accidents on that road before we got there.

Director Murphy also reported that the Road Department is also working on Mortensen Lane, we put up a yield and speed limit sign near Jim Shaw's so he was happy.

Director Murphy also reported that there is a cattle guard on the west end of the Koch Field Road that UDOT isn't claiming and we are getting complaints about it falling apart. Irvin Rhoades with UDOT said he would help with it or remove it if it's not needed. The cattle guard is junk, it's not even twenty feet wide. He will check to see if it's open range in that area and if there aren't any cattle, he will remove it.

Consideration Of Resolution No. 13-20, A Resolution Authorizing Execution By The County Of An Amendment To Loan Agreement Relating To The County's Hospital Development Revenue And Refunding Bonds (Uintah Basin Medical Center Project), Series 2010B, And Other Documents Required In Connection Therewith

Attorney Allred stated that he received an email from Rene Tracy at Ballard Sparh stating that this is an amendment to the terms of a bond issued by the county on behalf of the UBMC in 2010. This will extend the interest rate on the loan with the lender, Zions Bank and since the county is the issuer of the bonds, they are asking us to approve and sign the amendment to the loan agreement and a new bond, but the county is not financially obligated.

Discussion Of The Performing Arts In The Uintah Basin

Boyd Edwards joined the meeting at 1:34 P.M...

Mr. Edwards stated that he was contact by Mr. Puro about playing in the Roosevelt Pops and he is thinking of a higher vision. The Roosevelt Pops can have professionals play with Junior High kids. We wanted a higher level orchestra so we have registered as a non-profit organization with the State of Utah under Uintah Basin Orchestra and Chorus and we will apply for 501C3 status. Most of the players are in Uintah County and most of the Roosevelt Pops are in Duchesne County and some are in both orchestras. This is going to be a part of Utah State University so that students get a full credit for it, but as far as ticket sales and performance goes, it's separate. He doesn't want to encroach on the Pops. Mr. Puro stated that three years ago we talked about taking the orchestra to Altamont and around Duchesne County but it didn't work, we had a skeleton crew. The members are not paid, they are volunteers. Commissioner Wood stated that something needs to be worked out so we have a concert every few months to get the community to support both. He feels that there aren't enough cultural events for the public to be a part of. He suggested that Mr. Edwards and Mr. Puro coordinate with each other and work

out a scheduler; this would be great for our community.

Consideration Of Tax Adjustments – Treasurer

Clerk Auditor Connie Sweat joined the meeting at 2:03 P.M...

The commission reviewed the attached tax adjustments as presented by the Auditor's Office. *Commissioner Wood motioned to approve the tax adjustments as recommended by the Treasurer's Office. Chairman Winterton seconded the motion. Both commissioners voted aye and the motion passed.*

Consideration Of Vouchers

The commission reviewed vouchers # 126716 through 126762 dated November 25, in the amount five hundred thirty seven thousand four hundred sixty six dollars and ninety five cent (\$537,466.95) as presented by the Clerk Auditor's Office. *Commissioner Wood motioned to approve the vouchers as presented by the Clerk Auditor's Office. Chairman Winterton seconded the motion. Both commissioners voted aye and the motion passed.*

Consideration Of A Business License Application For Gonzo Oil Field Services LLC

Commissioner Wood motioned to approve the business license application as presented by the Clerk Auditor's Office. Chairman Winterton seconded the motion. Both commissioners voted aye and the motion passed.

Consideration Of A Business License Application For M&G Hot Shot Service LLC

Commissioner Wood motioned to approve the business license application as presented by the Clerk Auditor's Office. Chairman Winterton seconded the motion. Both commissioners voted aye and the motion passed.

Consideration Of Minutes For Combined Commission Meeting Held October 28, 2013

Assistant Casper recommended that these minutes be postponed until Commissioner Peatross has reviewed them.

Consideration Of Minutes For Combined Commission Meeting Held November 04, 2013

Commissioner Wood motioned to approve the minutes with the necessary corrections. Chairman Winterton seconded the motion. Both commissioners voted aye and the motion passed.

Consideration Of Minutes For Combined Commission Meeting Held November 18, 2013

Assistant Casper stated that these minutes are not ready for review.

Closed Meeting –

Commissioner Wood moved to go into and out of closed session for the purpose of discussing pending or reasonably imminent litigation at 2:44 P.M. Chairman Winterton seconded the motion. Both commissioners voted aye and the motion passed.

-Re-entered Combined Commission Meeting at 3:03 P.M...

Consideration To Take Action Discussed Under Closed Meeting

No action was necessary.

Consideration Of Resolution No. 13-20, A Resolution Authorizing Execution By The County Of An Amendment To Loan Agreement Relating To The County's Hospital Development Revenue And Refunding Bonds (Uintah Basin Medical Center Project), Series 2010B, And Other Documents Required In Connection Therewith

UBMC CEO Brad LeBaron joined the meeting via telephone at 3:03 P.M...

Mr. LeBaron stated that the terms and the amounts of money are the same all that has changed is the locking in of the interest rate of four percent (4%) for an additional three (3) years.

RESOLUTION NO. 13-20

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF DUCHESNE COUNTY, UTAH (THE "ISSUER") AUTHORIZING THE EXECUTION BY THE ISSUER OF AN AMENDMENT TO LOAN AGREEMENT RELATING TO ITS HOSPITAL DEVELOPMENT

REVENUE AND REFUNDING BONDS (UINTAH BASIN MEDICAL CENTER PROJECT), SERIES 2010B AND OTHER DOCUMENTS REQUIRED IN CONNECTION THEREWITH; AND AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION; AND RELATED MATTERS.

WHEREAS, pursuant to the Utah Industrial Facilities and Development Act, Title 11, Chapter 17, Utah Code Annotated 1953, as amended (the "Act"), Duchesne County, Utah (the "Issuer") has issued its Hospital Development Revenue and Refunding Bonds (Uintah Basin Medical Center Project), Series 2010B (the "Medical Center Bonds") to finance certain medical facilities and related improvements for the benefit of Uintah Basin Medical Center, Inc., a Utah non-profit corporation (the "Borrower"); and

WHEREAS, the Issuer entered into a Loan Agreement dated as of December 1, 2010 (the "Loan Agreement") with the Borrower and Zions First National Bank, as lender (the "Lender"), providing for the issuance of the Medical Center Bonds; and

WHEREAS, the Borrower and the Lender have requested certain amendments to the Original Loan Agreement to extend the interest rate re-set date as requested by the Borrower; and

WHEREAS, such amendments to the Original Loan Agreement will be effected by an Amendment to Loan Agreement (the "Amendment to Loan Agreement") in substantially final form is attached hereto as Exhibit B; and

WHEREAS, the Board of County Commissioners of the Issuer (the "Board") deems it necessary and advisable to authorize the execution and delivery of the Amendment to Loan Agreement; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF DUCHESNE COUNTY, UTAH AS FOLLOWS:

Words used in the foregoing recitals shall have the same meanings when used in the body of this resolution.

The Issuer is authorized and directed to execute and deliver, the Amendment to Loan Agreement, in substantially the same form presented to the Board at the meeting at which this resolution was adopted.

The Amendment to Loan Agreement, in substantially the form presented to the Board at this meeting, with such changes as are authorized by Section 4 hereof, is hereby approved in all respects, and the Chairman (including any acting chair) is hereby authorized to execute the same on behalf of the Issuer and the County Clerk/Auditor is authorized to affix the seal of the Issuer thereto and the acts of the Chairman and County Clerk/Auditor in so doing are and shall be the act and deed of the Issuer. The Chairman, County Clerk/Auditor and all other proper officers and employees of the Issuer are hereby authorized and directed to take all steps on behalf of the Issuer to perform and discharge the obligations of the Issuer under said instrument.

The Chairman is hereby authorized to make, either prior or subsequent to the execution thereof, any alterations, changes or additions in the Amendment to Loan Agreement herein authorized which may be necessary to reflect final financial terms of the Medical Center Bonds, correct any errors or omissions therein, to remove ambiguities therefrom, to conform the same to other provisions of said instruments, to the agreement of the Borrower and the Lender, to the provisions of this resolution, or any other resolution adopted by the Issuer, or the provisions of the laws of the State of Utah or the United States as long as the rights of the Issuer are not materially adversely affected thereby.

It is hereby declared that all parts of this resolution are severable and that if any section, paragraph, clause or provision of this resolution shall, for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of any such section, paragraph, clause or provision shall not affect the remaining provisions of this resolution.

The Chairman, County Clerk/Auditor and other officers of the Issuer are hereby authorized to execute all documents and take such action as they may deem necessary or advisable in order to carry out and perform the purpose of this resolution and the execution or taking of such action shall be conclusive evidence of such necessity or advisability. Any action authorized by this Resolution to be taken by the Chairman may be taken by any duly authorized acting chair

in the absence of the Chairman.

All resolutions, orders and regulations or parts thereof heretofore adopted or passed which are in conflict herewith are, to the extent of such conflict, hereby repealed. This repealer shall not be construed so as to revive any resolution, order, regulation or part thereof heretofore repealed.

This Resolution shall take effect immediately upon its approval and adoption.

PASSED AND APPROVED BY THE BOARD OF COUNTY COMMISSIONERS OF DUCHESNE COUNTY, UTAH THIS 25TH DAY OF NOVEMBER, 2013.

ATTEST:

THE BOARD OF DUCHESNE COUNTY
COMMISSIONERS:

Diane Freston
County Clerk/Auditor

Ron Winterton, Chairman

Kent R. Peatross, Member

(SEAL)

Kirk J. Wood, Member

Commissioner Wood motioned to adopt Resolution No. 13-20. Chairman Winterton seconded the motion. Both commissioners voted aye and the motion passed.

Closed Meeting –

Commissioner Wood moved to go into and out of closed session for the purpose of discussing pending or reasonably imminent litigation at 3:09 P.M. Chairman Winterton seconded the motion. Both commissioners voted aye and the motion passed.

-Re-entered Combined Commission Meeting at 3:32 P.M...

Consideration To Take Action Discussed Under Closed Meeting

No action was necessary.

Commission Calendaring

Closed Meeting –

Commissioner Wood moved to go into and out of closed session for the purpose of discussing personnel issues at 3:41 P.M. Chairman Winterton seconded the motion. Both commissioners voted aye and the motion passed. Assistant Casper was excused from the meeting.

-Re-entered Combined Commission Meeting at 4:26 P.M... Assistant Casper rejoined the meeting at 4:26 P.M...

Consideration To Take Action Discussed Under Closed Meeting

No action was necessary.

Adjourn

Chairman Winterton adjourned the meeting at 4:26 P.M.

Read and approved this 9th day of December 2013.

*Ronald Winterton
Commission Chairman*

*Diane Freston
Clerk/Auditor*

Minutes of meeting prepared by BobbiJo Casper _____