

## DESIGN & CONSTRUCTION AGREEMENT

This Construction Agreement ("Agreement") is made this 24 day of February, 2021, between the City of Providence, Utah municipal corporation, 164 North Gateway Drive, Providence, UT 84332 ("City") and Uintah Basin Electronic Telecommunications, L.L.C., dba STRATA Networks, a Utah limited liability company, 211 East 200 North, Roosevelt, Utah 84066 ("Contractor").

### RECITALS

A. Contractor submitted an Unsolicited Proposal to the City on or about August 21, 2020 (the "Unsolicited Proposal") proposing a public-private partnership for the design, construction, and operation of an open fiber optic communications network for use by retail service providers to provide retail broadband service to the businesses and residents of the City (the "Project").

B. The City has reviewed the Unsolicited Proposal and would like to have an open fiber optic communications network constructed for the City and its businesses and residents.

C. The City has determined that the Contractor has the necessary personnel, experience, and competence to promptly complete the Project, and consistent with B § 63G-6a-101, et. seq., Utah Code § 63G-6a-802, and Utah Administrative Code R33, has selected Contractor to design and construct the Project pursuant to the terms and conditions of this Agreement.

D. The City and Contractor commit at all times to cooperate fully with each other and proceed on the basis of trust and good faith, to permit each party to realize the benefits afforded under the Agreement Documents.

NOW, THEREFORE, in consideration of the premises and the mutual promises contained in this Agreement, and other good and valuable consideration received and to be received, the Parties mutually agree as follows:

1. **Recitals Incorporated.** The above Recitals are incorporated herein as though fully set forth.
2. **Defined Terms.**
  - a. **Agreement.** The Agreement is the sum of all the Agreement Documents. This Agreement represents the entire and integrated agreement between the City and the Contractor as it pertains to the Project, and supersedes all prior negotiations, representations, or agreements, either written or oral. This Agreement may be changed according to Article 2(b) and (d).
  - b. **Agreement Documents.** The Agreement Documents consist of Unsolicited Proposal, drawings, engineering specifications and any addenda or written amendments, along with any modifications of such documents to which the parties may agree from time to time.
  - c. **Furnish, Install, Provide.** The terms "furnish" or "install" or "provide," unless specifically limited in context mean supplying and incorporating a specified item, product, or material in the Work, including all labor, materials, and equipment necessary to perform the work required, ready to use.