January 15, 2020

Via electronic submission to www.EMMA.MSRB.org
Attn: Municipal Disclosure

Re: Continuing Disclosure Undertaking of The Utah Infrastructure Agency

To Whom It May Concern:

In accordance with the provisions of paragraph (b) (5) (i) (A) of Rule 15c2-12 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended (the "Rule"), the Utah Infrastructure Agency (the "Agency") (sometimes referred to herein as the "Issuer"), hereby files with you the enclosed (i) the Audited Financial Statements of the Agency for the Fiscal Year Ended June 30, 2019 (the "AFS"); and (ii) the Supplemental Continuing Disclosure Memorandum of the Agency dated January 26, 2020 (the "SCDM"). This letter, the CAFR, and the SCDM constitute the annual financial information and operating data concerning the Agency to be filed in compliance with the Issuer's obligation under certain agreements entered into in connection with the offering of the following securities described in the following Official Statements:

Securities	Official Statement
CUSIP: 917467 AC6; AD4; AE2; AF9; AG7; AH5; AJ1	$73,905,000, Utah Infrastructure Agency, Tax–Exempt Telecommunications Revenue and Refunding Bonds, Series 2017A Dated December 20, 2017
CUSIP: 917467 AK8	$3,500,000, Utah Infrastructure Agency, Taxable Telecommunications Revenue Refunding Bonds, Series 2017B Dated December 20, 2017
CUSIP: 917467 AM4; AN2; AP7; AQ5; AR3; AS1; AT9; AU6	$21,810,000, Utah Infrastructure Agency, Tax–Exempt Telecommunications Revenue Bonds, Series 2018A Dated July 11, 2018
CUSIP: 917467 AV4; AW2; AX0; AY8; AZ5; BA9; BB7; BC5; BD3; BE1; BF8; BG6; BH4; BJ0; BK7; BL5; BM3	$48,365,000, Utah Infrastructure Agency, Tax–Exempt Telecommunications Revenue Bonds, Series 2019 Dated November 13, 2019
CUSIP: 917462 AA1; AB9; AC7; AD5; AE3; AF0; AG8; AH6; AJ2; AK9; AL7; AM5; AN3; AP8; AQ6; AR4; AS2	$22,285,000, Utah Infrastructure Agency, Layton City, Utah Telecommunications and Franchise Tax Revenue Bonds, Series 2018 Dated August 15, 2018
CUSIP: 91746C AA9; AB7; AC5; AD3; AE1; AF8; AG6; AH4; AJ0; AK7	$2,550,000, Utah Infrastructure Agency, Utah (Morgan City Project) Telecommunications, Electric Utility, and Sales Tax Revenue Bonds, Series 2019 Dated April 16, 2019
CUSIP: 917466 CD4; CE2; CF9; CG7; CH5; CJ1; CK8; CL6;	$3,520,000, Utah Infrastructure Agency, Utah (Payson City Project) Telecommunications and Franchise Tax Revenue Bonds, Series 2019 Dated June 18, 2019
CUSIP: 917471 AA2; AB0; AC8; AD6; AE4; AF1; AG9; AH7; AJ3; AK0; AL8	$7,220,000, Utah Infrastructure Agency, Utah (West Point City Project) Telecommunications and Franchise Tax Revenue Bonds, Series 2019 Dated September 5, 2019

No event described in paragraph (b) (5) (i) (c) of the Rule has occurred that is required to be disclosed with respect to any of the above-described securities.

Sincerely,

Utah Infrastructure Agency

Laurie Harvey

Laurie Harvey, Secretary/Treasurer

c: Zions Public Finance, Inc., Salt Lake City, Utah

5858 South 900 East
Murray, Utah 84121

Supplemental

Continuing Disclosure Memorandum

Summary of Debt Structure and Financial Information
SEC Rule 15c2–12

For

Utah Infrastructure Agency

Filed with

Electronic Municipal Market Access (EMMA)

http://www.emma.msrb.org

Submitted and dated as of January 15, 2020

(Annual submission required on or before January 26, 2020)

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NOTICE OF FAILURE TO DISCLOSE CERTAIN OPERATING INFORMATION

Utah Infrastructure Agency (the "Agency") reports that during the past five years there were instances where it was not in compliance with previous continuing disclosure undertakings it had entered into pursuant to paragraph (b)(5) of Rule 15c2–12 (the "Rule") adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended. Although the Agency timely filed its audited financial statements and certain operating information in connection with previously executed undertakings, it failed in certain years to timely file certain annual financial and operating information required to be disclosed by such undertakings. The missing annual financial and operating information is included herewith.

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SUPPLEMENTAL CONTINUING DISCLOSURE MEMORANDUM

Description of the Agency

The Agency is a political subdivision of the State of Utah, and was created in 2010 pursuant to the Utah Interlocal Cooperation Act, Title 11, Chapter 13, Utah Code Annotated 1953, as amended (the "Interlocal Cooperation Act") and the Second Amended Restated Interlocal Cooperative Agreement of the Utah Infrastructure Agency originally dated as June 7, 2010, and amended and restated as of November 1, 2010 (the "Interlocal Agreement") among Brigham City, Centerville City, Layton City, Lindon City, Midvale City, Murray City, City of Orem, Payson City, and West Valley City (each a "Member" and collectively, the "Members"). Except for Payson City, all the Members are contracting members. Pursuant to the Interlocal Cooperation Act and the Interlocal Agreement, the Members organized the Agency to provide for the acquisition, construction, and installation of advance communication lines together with related improvements and facilities (the "UIA Network") for connecting properties within the Members to the UIA Network, all of which will directly or indirectly benefit each of the Members.

The UIA Network is a fiber optic network enabling high-speed broadband services, such as voice, video, and data access. The operations of the UIA Network are dependent on its connection to, and the continued operations of, the fiber optic network (the "UTOPIA Network") of the Utah Telecommunication Open Infrastructure Agency ("UTOPIA"), as the UTOPIA Network provides critical infrastructure necessary for the operations of the UIA Network.

The Agency and UTOPIA's main administration building is in Murray City, Utah and maintains a website at https://www.utopiafiber.com/. *The information available at this website is provided by the Agency and UTOPIA and has not been reviewed for accuracy or completeness. Such information is not a part of this Supplemental Continuing Disclosure Memorandum.*

When used herein the terms "Fiscal Year[s] 20YY" or "Fiscal Year[s] End[ed][ing] June 30, 20YY" shall refer to the year beginning on July 1 and ending on June 30 of the year indicated. When used herein the terms "Calendar Year[s] 20YY"; "Calendar Year[s] End[ed][ing] December 31, 20YY" shall refer to the year beginning on January 1 and ending on December 31 of the year indicated.

Contact Person For The Agency

As of the date of this Supplemental Continuing Disclosure Memorandum, the chief contact person for the Agency concerting this SUPPLEMENTAL CONTINUING DISCLOSURE MEMORANDUM is:

Laurie Harvey, Chief Financial Officer
lharvey@utopiafiber.com
Utopia Fiber
5858 S 900 E
Murray UT 84121
801.613.3859

The Issues

The Agency is providing continuing disclosure on telecommunication revenue bonds, Layton City, Utah telecommunication and franchise tax revenue bonds, Morgan City, Utah telecommunications, electric utility, and sales tax revenue bonds, Payson City, Utah telecommunications, electric utility, and sales tax revenue bonds, and West Point City telecommunications, franchise, and sales tax revenue bonds.

Telecommunications Revenue Bonds (CUSIP®917467)

See "DISCLOSURE SPECIFIC TO TELECOMMUNICATION REVENUE BONDS (CUSIP®917467)" (page 4).

Layton City, Utah Telecommunications and Franchise Tax Revenue Bonds (CUSIP®917462)

See "DISCLOSURE SPECIFIC TO LAYTON CITY, UTAH TELECOMMUNICATION AND FRANCHISE TAX REVENUE BONDS (CUSIP®917462)" (page 15).

Morgan City, Utah Telecommunications, Electric Utility, and Sales Tax Revenue Bonds (CUSIP®91746C)

See "DISCLOSURE SPECIFIC TO MORGAN CITY, UTAH TELECOMMUNICATION, ELECTRIC UTILITY, AND SALES TAX REVENUE BONDS (CUSIP®91746C)" (page 17).

Payson City, Utah Telecommunications, Electric Utility, and Sales Tax Revenue Bonds (CUSIP®917466)

See "DISCLOSURE SPECIFIC TO PAYSON CITY, UTAH TELECOMMUNICATION, ELECTRIC UTILITY, AND SALES TAX REVENUE BONDS (CUSIP®917466)" (page 19).

West Point City, Utah Telecommunications, Franchise and Sales Tax Revenue Bonds (CUSIP®917471)

See "DISCLOSURE SPECIFIC TO WEST POINT CITY, UTAH TELECOMMUNICATION, FRANCHISE, AND SALES TAX REVENUE BONDS (CUSIP®917471)" (page 24).

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DISCLOSURE SPECIFIC TO TELECOMMUNICATIONS REVENUE BONDS (CUSIP®917467)

The Agency is providing disclosure on the following telecommunication revenue bonds.

1.

$73,905,000
Utah Infrastructure Agency
Tax–Exempt Telecommunications Revenue and Refunding Bonds, Series 2017A

Bonds dated and issued on: December 20, 2017
CUSIP® numbers on the bonds are provided below.

Background Information. The $73,905,000, Tax–Exempt Telecommunications Revenue and Refunding Bonds, Series 2017A, dated December 20, 2017 (the "2017A Bonds") were awarded pursuant to a negotiated sale on December 13, 2017 to KeyBanc Capital Markets, Chicago, Illinois. Lewis Young Robertson & Burningham, Inc., Salt Lake City, Utah, acted as Municipal Advisor.

The 2017A Bonds were issued by the Agency, as fully–registered bonds in book–entry only form, registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"). DTC is currently acting as securities depository for the 2017A Bonds. Principal of and interest on the 2017A Bonds (interest payable April 15 and October 15 of each year) are payable by Zions Bancorporation, National Association, Salt Lake City, Utah ("Zions Bancorporation"), as Paying Agent, to the registered owners thereof, currently DTC.

Redemption Provisions. The 2017A Bonds maturing on or after October 15, 2029, are subject to redemption at the option of the Agency on October 15, 2027, and on any date thereafter prior to maturity, in whole or in part, from such maturities or parts thereof as may be selected by the Agency, at a redemption price equal to 100% of the principal amount of the 2017A Bonds to be redeemed plus accrued interest thereon to the date fixed for redemption.

Mandatory Sinking Fund Redemption on the 2017A Bonds. The 2017A Bonds maturing on October 15, 2025; October 15, 2029; October 15, 2032; October 15, 2034; October 15, 2037 and October 15, 2040, respectively, are subject to mandatory sinking fund redemption at a price equal to 100% of the principal amount to be redeemed, plus accrued interest to the redemption date, on the dates and in the principal amounts as set forth below:

Mandatory Sinking Fund Redemption Date	Sinking Fund Requirements
October 15, 2021	$ 1,705,000
October 15, 2022	1,795,000
October 15, 2023	1,880,000
October 15, 2024	2,440,000
October 15, 2025 (stated maturity)	2,560,000
Total	$10,380,000
October 15, 2026	$ 2,690,000
October 15, 2027	2,830,000
October 15, 2028	2,970,000
October 15, 2029 (stated maturity)	3,120,000
Total	$11,610,000

Mandatory Sinking Fund Redemption Date	Sinking Fund Requirements
October 15, 2030	$ 3,275,000
October 15, 2031	3,430,000
October 15, 2032 (stated maturity)	3,610,000
Total	$10,315,000
October 15, 2033	$3,790,000
October 15, 2034 (stated maturity)	3,975,000
Total	$7,765,000
October 15, 2035	$ 4,175,000
October 15, 2036	4,385,000
October 15, 2037 (stated maturity)	4,600,000
Total	$13,160,000
October 15, 2038	$ 4,835,000
October 15, 2039	5,080,000
October 15, 2040 (stated maturity)	5,330,000
Total	$15,245,000

Current Maturity Schedule.

Current principal outstanding: $70,135,000 Original issue amount: $73,905,000

Dated: December 20, 2017 Due: October 15, as shown below

Due October 15	CUSIP® 917467	Principal Amount	Original Interest Rate
2020………	AC6	$1,660,000	3.00%

$10,380,000 5.00% Term Bond due October 15, 2025 (CUSIP®917467 AD4)

$11,610,000 5.00% Term Bond due October 15, 2029 (CUSIP®917467 AE2)

$10,315,000 5.00% Term Bond due October 15, 2032 (CUSIP®917467 AF9)

$7,765,000 5.00% Term Bond due October 15, 2034 (CUSIP®917467 AG7)

$13,160,000 5.00% Term Bond due October 15, 2037 (CUSIP®917467 AH5)

$15,245,000 5.00% Term Bond due October 15, 2040 (CUSIP®917467 AJ1)

2.

$3,500,000

Utah Infrastructure Agency

Taxable Telecommunications Revenue Refunding Bonds, Series 2017B

Bonds dated and issued on: December 20, 2017

CUSIP® numbers on the bonds are provided below.

Background Information. The $3,500,000, Taxable Telecommunications Revenue Refunding Bonds, Series 2017B, dated December 20, 2017 (the “2017B Bonds”) were awarded pursuant to a negotiated sale on December 13, 2017 to KeyBanc Capital Markets, Chicago, Illinois. Lewis Young Robertson & Burningham, Inc., Salt Lake City, Utah, acted as Municipal Advisor.

The 2017B Bonds were issued by the Agency, as fully–registered bonds in book–entry only form, registered in the name of Cede & Co., as nominee for the DTC. DTC is currently acting as securities depository for the 2017B Bonds. Principal of and interest on the 2017A Bonds (interest payable April 15 and October 15 of each year) are payable by Zions Bancorporation, as Paying Agent, to the registered owners thereof, currently DTC.

No Optional Redemption. The 2017B Bonds are not subject to optional redemption prior to maturity.

Mandatory Sinking Fund Redemption on the 2017B Bonds. The 2017B Bonds maturing on October 15, 2023 are subject to mandatory sinking fund redemption at a price equal to 100% of the principal amount to be redeemed, plus accrued interest to the redemption date, on the dates and in the principal amounts as set forth below:

Mandatory Sinking Fund Redemption Date	Sinking Fund Requirements
October 15, 2020	$ 590,000
October 15, 2021	610,000
October 15, 2022	630,000
October 15, 2023 (stated maturity)	650,000
Total	$2,480,000

Current Maturity Schedule.

Current principal outstanding: $2,480,000 Original issue amount: $3,500,000

Dated: December 20, 2017 Due: October 15, as shown below

$2,480,000 5.00% Term Bond due October 15, 2023 (CUSIP®917467 AK8)

3.

$21,810,000

Utah Infrastructure Agency

Tax-Exempt Telecommunications Revenue Bonds, Series 2018A

Bonds dated and issued on: July 11, 2018

CUSIP® numbers on the bonds are provided below.

Background Information. The $21,810,000, Telecommunications Revenue Bonds, Series 2018A, dated July 11, 2018 (the “2018A Bonds”) were awarded pursuant to a negotiated sale on June 26, 2018 to KeyBanc Capital Markets, Chicago, Illinois. Lewis Young Robertson & Burningham, Inc., Salt Lake City, Utah, acted as Municipal Advisor.

The 2018A Bonds were issued by the Agency, as fully–registered bonds in book–entry only form, registered in the name of Cede & Co., as nominee for the DTC. DTC is currently acting as securities depository for the 2018A Bonds. Principal of and interest on the 2018A Bonds (interest payable April 15 and October 15 of each year) are payable by Zions Bancorporation, as Paying Agent, to the registered owners thereof, currently DTC.

Redemption Provisions. The 2018A Bonds maturing on or after October 15, 2028, are subject to redemption at the option of the Agency on October 15, 2027, and on any date thereafter prior to maturity, in whole or in part, from such maturities or parts thereof as may be selected by the Agency, at a redemption price equal to 100% of the principal amount of the 2018A Bonds to be redeemed plus accrued interest thereon to the date fixed for redemption.

Mandatory Sinking Fund Redemption on the 2018A Bonds. The 2018A Bonds maturing on October 15, 2025; October 15, 2028; October 15, 2033; and October 15, 2040, respectively, are subject to mandatory sinking fund redemption at a price equal to 100% of the principal amount to be redeemed, plus accrued interest to the redemption date, on the dates and in the principal amounts as set forth below:

Mandatory Sinking Fund Redemption Date	Sinking Fund Requirements
October 15, 2024	$ 705,000
October 15, 2025 (stated maturity)	745,000
Total	$1,450,000
October 15, 2026	$ 780,000
October 15, 2027	820,000
October 15, 2028 (stated maturity)	865,000
Total	$2,465,000
October 15, 2029	$ 910,000
October 15, 2030	960,000
October 15, 2031	1,010,000
October 15, 2032	1,065,000
October 15, 2033 (stated maturity)	1,120,000
Total	$5,065,000
October 15, 2034	$1,180,000
October 15, 2035	1,250,000
October 15, 2036	1,315,000
October 15, 2037	1,390,000
October 15, 2038	1,465,000
October 15, 2039	1,545,000
October 15, 2040 (stated maturity)	1,635,000
Total	$9,780,000

Current Maturity Schedule.

Current principal outstanding: $21,260,000 Original issue amount: $21,810,000

Dated: July 11, 2018 Due: October 15, as shown below

Due October 15	CUSIP® 917467	Principal Amount	Original Interest Rate
2020	AM4	$580,000	5.00%
2021	AN2	610,000	5.00
2022	AP7	640,000	5.00
2023	AQ5	670,000	5.00

$1,450,000 5.000% Term Bond due October 15, 2025 (CUSIP®917467 AR3)

$2,465,000 5.000% Term Bond due October 15, 2028 (CUSIP®917467 AS1)

$5,065,000 5.250% Term Bond due October 15, 2033 (CUSIP®917467 AT9)

$9,780,000 5.375% Term Bond due October 15, 2040 (CUSIP®917467 AU6)

4.

$48,365,000
Utah Infrastructure Agency
Tax-Exempt Telecommunications Revenue Bonds, Series 2019

Bonds dated and issued on: November 13, 2019
CUSIP® numbers on the bonds are provided below.

Background Information. The $48,365,000, Telecommunications Revenue Bonds, Series 2019, dated November 13, 2019 (the "2019 Bonds") were awarded pursuant to a negotiated sale on October 29, 2019 to KeyBanc Capital Markets, Chicago, Illinois. Lewis Young Robertson & Burningham, Inc., Salt Lake City, Utah, acted as Municipal Advisor.

The 2019 Bonds were issued by the Agency, as fully–registered bonds in book–entry only form, registered in the name of Cede & Co., as nominee for the DTC. DTC is currently acting as securities depository for the 2019 Bonds. Principal of and interest on the 2019 Bonds (interest payable April 15 and October 15 of each year) are payable by Zions Bancorporation, as Paying Agent, to the registered owners thereof, currently DTC.

Redemption Provisions. The 2018A Bonds maturing on or after October 15, 2030, are subject to redemption at the option of the Agency on October 15, 2029, and on any date thereafter prior to maturity, in whole or in part, from such maturities or parts thereof as may be selected by the Agency, at a redemption price equal to 100% of the principal amount of the 2019 Bonds to be redeemed plus accrued interest thereon to the date fixed for redemption.

Mandatory Sinking Fund Redemption on the 2019 Bonds. The 2019 Bonds maturing on October 15, 2036; October 15, 2039; and October 15, 2042, respectively, are subject to mandatory sinking fund redemption at a price equal to 100% of the principal amount to be redeemed, plus accrued interest to the redemption date, on the dates and in the principal amounts as set forth below:

Mandatory Sinking Fund Redemption Date	Sinking Fund Requirements
October 15, 2035	$2,475,000
October 15, 2036 (stated maturity)	2,575,000
Total	$5,050,000
October 15, 2037	$2,680,000
October 15, 2038	2,790,000
October 15, 2039 (stated maturity)	2,905,000
Total	$8,375,000
October 15, 2040	$3,025,000
October 15, 2041	3,145,000
October 15, 2042 (stated maturity)	3,275,000
Total	$9,445,000

Current Maturity Schedule.

Current principal outstanding: $48,365,000 Original issue amount: $48,365,000

Dated: November 13, 2019 Due: October 15, as shown below

Due October 15	CUSIP® 917467	Principal Amount	Original Interest Rate	Due October 15	CUSIP® 917467	Principal Amount	Original Interest Rate
2021………	AV4	$1,345,000	4.00%	2028………	BC5	$1,755,000	5.00%
2022………	AW2	1,400,000	4.00	2029………	BD3	1,845,000	5.00
2023………	AX0	1,455,000	4.00	2030………	BE1	1,935,000	4.00
2024………	AY8	1,515,000	4.00	2031………	BF8	2,025,000	4.00
2025………	AZ5	1,585,000	5.00	2032………	BG6	2,110,000	4.00
2026………	BA9	1,665,000	5.00	2033………	BH4	2,285,000	4.00
2027………	BB7	1,755,000	5.00	2034………	BJ0	2,380,000	4.00

$5,050,000 4.00% Term Bond due October 15, 2036 (CUSIP®917467 BK7)

$8,375,000 4.00% Term Bond due October 15, 2039 (CUSIP®917467 BL5)

$9,445,000 4.00% Term Bond due October 15, 2042 (CUSIP®917467 BM3)

Net Revenues of the Agency

Revenue and Expense Details

The following table sets forth a breakdown of the sources and revenues of the Agency by type of customer. The revenues shown in this table do not include Franchise Tax Obligations in the aggregate amount of $5,151,152, which have not been requested or required to meet the obligations of the Agency since its inception.

	Fiscal Year				
	2019	2018	2017	2016	2015
Residential	$ 6,083,165	$ 4,379,839	$3,158,626	$2,590,554	$2,024,352
Business	6,573,492	5,725,753	5,099,823	4,320,214	3,426,470
Installation	112,860	110,353	167,615	176,741	3,426,470
Miscellaneous (1)	745,959	425,869	629,496	601,806	410,402
Construction Contract Revenue	1,851,696	–	–	–	–
Total	$15,367,172	$10,641,814	$9,055,560	$7,689,315	$6,327,340

(1) Miscellaneous includes fees and charges paid by the service providers to connect and interface with the UIA Network, bandwidth fees and charges paid by certain service providers, repair charges paid by customers and miscellaneous other charges paid by the services providers for services provided by the Agency.

(2) Construction Contract Revenue represents gross amount received from non-UTOPIA/UIA cities for construction of their own fiber network. Associated costs were $2,191,574.

(Source: The Agency.)

The following table sets forth a breakdown of revenues of the Agency by contractual relationship:

	Fiscal Year									
	2019		2018		2017		2016		2015	
Service Contract (Lease agreements)	$2,641,233	17.2%	$ 1,705,427	15.6%	$1,312,274	13.9%	$ 940,608	12.2%	$ 702,769	11.1%
Service Contract (CUE agreements)	837,767	5.5	693,302	5.5	563,978	6.0	519,787	6.8	418,315	6.6
Service Provider Agreements	9,177,657	59.7	7,676,878	71.0	6,382,197	71.7	5,450,373	70.9	4,329,738	68.4
Installation	112,860	0.7	110,854	0.9	167,615	1.8	176,741	2.3	410,402	6.5
Miscellaneous (1)	745,959	4.9	750,000	7.0	629,496	6.7	601,806	7.8	466,116	7.4
Construction Contract Revenue	1,851,696	12.0	–	–	–	–	–		–	–
Total	$15,367,172	100.0%	$10,641,814	100.0%	$9,055,560	100.0%	$7,689,315	100.0%	$6,327,340	100.0%

(1) Miscellaneous includes fees and charges paid by the service providers to connect and interface with the UIA Network, bandwidth fees and charges paid by certain service providers, repair charges paid by customers and miscellaneous other charges paid by the services providers for services provided by the Agency.

(Source: The Agency.)

The following table sets forth a breakdown of operating expense of the Agency:

	Fiscal Year				
	2019	2018	2017	2016	2015
Marketing costs	$ 634,749	$ 509,695	$ 323,844	$ 231,039	$ 86,013
Professional services	172,597	716,775	138,352	97,680	78,238
Network maintenance	3,209,354	1,404,954	704,047	420,302	364,212
Construction contract costs	2,191,574	–	–	–	–
Depreciation (1)	6,301,884	4,469,316	3,549,885	3,002,055	2,653,388
Total	$12,510,158	$7,100,740	$4,716,168	$3,751,076	$3,181,851

(1) Not an operation expense.
(2) The Agency entered into contracts with non-UTOPIA/UIA cities to build their fiber optic networks. See related Construction Contract revenue of $1,851,696 in above Revenue tables.

(Source: The Agency.)

Customer Concentration

The following chart provides a breakdown of residential and business customers and recurring monthly revenue (defined below):

	Calendar Year				
	2019	2018	2017	2016	2015
Residential customers	12,349	8,217	6,195	5,190	4,389
Business Customers	2,363	1,966	1,690	1,415	1,225
Total customers	14,712	10,183	7,885	6,605	5,614
Average recurring monthly revenue (1)	$1,136,249	$894,132	$761,768	$636,675	$510,990

(1) "Recurring monthly revenue" is revenue derived from service fees and other recurring operating revenues and excludes one–time fees.

(Source: The Agency.)

Security and Sources of Payment For The Bonds

Debt Service Coverage

Fiscal Year	UIA Network Revenues (1)	Plus: Franchise Tax Revenues (2)	Total Available Revenues (1)	Less O&M Expenses (3)	Less IRU Payments (4)	Net Revenues	Debt Service on Prior Bonds	Debt Service on 2017 Bonds	Debt Service on 2018 Bonds	Debt Service on 2019 Bonds (5)	Debt Service Coverage (6)
2013	$ 3,440,460	$ 5,151,152	$ 8,591,612	$ 458,527	$ 655,000	$ 7,478,085	$ 2,124,523	$ –	$ –	$ –	3.5 X
2014	4,332,942	5,151,152	9,484,094	473,086	655,000	8,356,008	2,506,163	–	–	–	3.3 X
2015	6,327,340	5,151,152	11,478,492	528,463	655,000	10,295,029	2,907,703	–	–	–	3.5 X
2016	7,689,315	5,151,152	12,840,467	749,021	655,000	11,436,446	2,902,838	–	–	–	3.9 X
2017	9,055,560	5,151,152	14,206,712	1,166,283	655,000	12,385,429	4,502,776	–	–	–	2.8 X
2018	10,641,814	5,151,152	15,792,966	2,631,424	655,000	12,506,542	3,669,525	1,172,824	–	–	2.6 X
2019	12,876,585	5,151,152	18,027,737	4,016,700	982,500	13,028,537	–	6,237,125	867,543	–	1.8 X
2020							–	5,781,575	1,676,080	–	
2021							–	5,775,125	1,677,838	3,340,550	
2022							–	5,751,600	1,678,088	3,340,650	
2023							–	5,752,400	1,676,838	3,338,550	
2024							–	5,743,125	1,674,088	3,339,150	
2025							–	5,533,750	1,674,713	3,339,225	
2026							–	5,528,750	1,678,463	3,337,975	
2027							–	5,527,500	1,675,338	3,342,475	
2028							–	5,529,500	1,675,338	3,342,475	
2029							–	5,524,500	1,678,213	3,337,975	
2030							–	5,522,250	1,677,700	3,339,100	
2031							–	5,517,375	1,678,613	3,341,400	
2032							–	5,504,750	1,676,900	3,340,300	
2033							–	5,508,750	1,677,431	3,340,700	
2034							–	5,503,750	1,675,075	3,342,400	
2035							–	5,494,625	1,673,963	3,340,300	
2036							–	5,490,875	1,678,656	3,339,300	
2037							–	5,486,875	1,674,722	3,339,200	
2038							–	5,477,250	1,677,025	3,339,800	
2039							–	5,476,375	1,675,297	3,340,900	
2040							–	5,473,500	1,674,403	3,342,300	
2041							–	5,463,250	1,678,941	3,338,900	
2042								–	–	3,340,500	

(1) Does not include available franchise tax revenues.
(2) Pledged by the contracting members pursuant to the service contract.
(3) Excludes depreciation. The Agency's Operation and Maintenance Expenses primarily consist of the monthly fees it pays to UTOPIA pursuant to the UTOPIA service agreement.
(4) Pursuant to the IRU Agreement, which provides long-term rights to the Agency to connect the UIA Network to the UTOPIA network. The IRU payments to UTOPIA were accelerated, and were paid off in full in Fiscal Year 2019.
(5) Debt service on the 2019 Bonds will be paid from capitalized interest through April 15, 2021.
(6) Adjusted net operating income divided by Total Net Debt Service.

Utah Infrastructure Agency

Statement of Revenues, Expenditures, and Changes in Fund Net Position

(This summary has not been audited)

	Fiscal Year Ended June 30				
	2019	2018	2017	2016	2015
Operating Revenues:					
Access fees	$ 9,762,852	$ 8,111,854	$ 7,078,457	$ 6,059,951	$ 4,872,660
Installations	29,624	14,699	123,933	258,449	472,018
Reconnections	3,582,149	2,373,662	1,813,818	1,362,514	982,663
Miscellaneous operating revenue	140,851	141,600	39,352	8,400	–
Construction contract revenue	1,851,696	–	–	–	–
Total operating revenues	15,367,172	10,641,815	9,055,560	7,689,314	6,327,341
Operating Expenses:					
Marketing	634,749	509,695	323,884	231,039	86,013
Professional services	172,597	716,775	138,352	97,680	78,238
Network	3,209,354	1,404,954	704,047	420,302	364,212
Construction contract costs	2,191,574	–	–	–	–
Depreciation	6,301,884	4,469,316	3,549,885	3,002,055	2,653,388
Total operating expenses	12,510,158	7,100,740	4,716,168	3,751,076	3,181,851
Operating Income (Loss)	2,857,014	3,541,075	4,339,392	3,938,238	3,145,490
Non-Operating Revenues:					
Interest income	1,420,334	528,398	491,518	386,958	291,526
Installation related to capital contributions	300,494	452,541	376,682	247,294	799,864
Donated services from UTOPIA	–	546,883	–	–	–
Bond interest and fees	(6,577,988)	(4,506,128)	(2,774,126)	(2,993,006)	(1,917,898)
Loss on disposal of assets	–	(390,173)	–	–	–
Total Non-Operating Revenues (Expenses)	(4,857,160)	(3,368,479)	(1,905,926)	(2,358,754)	(826,508)
Change in Net Position	(2,000,146)	172,596	2,433,466	1,579,484	2,318,982
Total Net Position, July 1	4,733,105	4,600,509	2,167,043	587,559	(1,731,423)
Total Net Position, June 30	$ 2,732,959	$ 4,773,105	$ 4,600,509	$ 2,167,043	$ 587,559

(Source: Information extracted from the Agency's audited basic financial statements. This summary itself has not been audited.)

Utah Infrastructure Agency

Statement of Net Position

(This summary has not been audited)

	Fiscal Year Ended June 30				
	2019	2018	2017	2016	2015
Assets					
Current assets:					
Cash	$ 8,777,628	$ 5,447,838	$ 6,185,494	$ 3,146,791	$ 2,168,755
Restricted cash and cash equivalents	24,798,724	4,504,137	8,970,265	25,443,378	2,298,904
Trade receivables, net	1,567,017	1,100,484	1,011,553	491,703	468,801
Inventory	2,802,295	2,579,451	1,240,161	885,408	658,843
Notes receivable	248,023	236,173	218,007	193,111	180,946
Prepaid expenses	7,390	5,553	17,210	–	–
Costs of uncompleted contracts in excess of recent billings	341,396	–	–	–	–
Total current assets	38,542,473	13,873,636	17,642,690	30,160,391	5,776,249
Noncurrent assets:					
Restricted cash and cash equivalents	8,252,539	6,004,053	–	–	–
Notes receivable	2,848,652	3,091,433	3,208,739	3,275,771	3,402,970
Capital assets:					
Construction in progress	5,339,558	3,246,486	749,640	109,706	13,230
Land	555,872	500,000	500,000	–	–
Assets, net of accumulated depreciation:					
Building	1,951,133	1,975,882	–	–	–
Furniture and equipment	201,444	286,030	–	–	–
Fiber optic network	85,694,634	63,138,360	–	–	–
Property and equipment, net fiber optic network	–	–	51,856,193	40,519,444	40,129,117
Total noncurrent assets	104,843,832	78,242,244	56,314,572	43,904,921	43,545,317
Total assets	143,386,305	92,115,880	73,957,262	74,065,312	49,321,566
Deferred outflows of resources:					
Deferred issuance costs on bonds	4,925,018	5,155,878	–	–	–
Total deferred outflows of resources	4,925,018	5,155,878	–	–	–
Total assets and deferred outflows of resources	$ 148,311,323	$ 97,271,758	$ 73,957,262	$ 74,065,312	$ 49,321,566
Liabilities					
Current liabilities:					
Accounts payable	$ 4,236,467	$ 1,931,760	$ 957,025	$ 409,987	$ 238,511
Accrued liabilities	111,018	140,074	68,819	29,186	63,184
Unearned/deferred revenue	44,006	25,075	9,675	–	–
Interest payable from restricted assets	1,220,273	762,473	596,607	605,940	402,597
Capital leases payable	–	647,187	640,171	620,709	595,117
Notes payable	830,000	–	–	–	–
Revenue bonds payable	2,745,000	2,595,000	1,690,000	1,645,000	1,005,000
Total noncurrent liabilities	9,186,764	6,101,569	3,962,297	3,310,822	2,304,409
Noncurrent liabilities:					
Capital leases payable	–	365,216	1,012,403	2,807,455	5,168,053
Notes payable	2,677,673	3,718,636	3,835,636	3,417,291	3,352,210
Revenue bonds payable	133,673,927	82,313,232	60,546,416	62,362,701	37,909,335
Total noncurrent liabilities	136,351,600	86,397,084	65,394,455	68,587,447	46,429,598
Total liabilities	145,538,364	92,498,653	69,356,752	71,898,269	48,734,007
Net position					
Net investment in capital assets	(8,049,857)	(5,540,482)	2,076,379	2,763,232	3,384,664
Restricted for:					
Debt service	10,828,506	9,672,253	2,559,705	2,543,594	1,635,981
Future development	18,257,484	–	–	–	–
Unspent bond proceeds	–	73,464	5,813,952	22,293,844	260,326
Unrestricted	(18,263,174)	567,870	(5,849,527)	(25,433,627)	(4,693,412)
Total net position	2,772,959	4,773,105	4,600,509	2,167,043	587,559
Total liabilities and net position	$ 148,311,323	$ 97,271,758	$ 73,957,261	$ 74,065,312	$ 49,321,566

(Source: Information extracted from the City's audited basic financial statements. This summary itself has not been audited.)

Budget

Utah Infrastructure Agency Budget
Fiscal Year Ending June 30, 2020 (1)

Total Revenues (2)	$16,806,600
Expenses:	
Marketing	$ 675,000
Administrative services	150,000
Professional services	25,200
Network management	4,480,000
Total expenses	$5,330,200
Operating profit/(loss)	$11,476,400
Non-operating revenues/(expenses):	
Debt service (principal and interest)	$ (8,306,500)
Interest revenue	1,100,000
Contributions from bond constructions funds	14,300,000
Capital projects	(15,200,000)
Total Expenses	$ (8,106,500)
Net income	$ 3,369,900

(1) The budget for Fiscal Year 2020 was adopted by the Board on June 10, 2019.
(2) Includes rental and miscellaneous revenue.

(Source: The Agency.)

The Network

Combined UTOPIA/UIA Networks–Customers, Take-Rate, and Churn Rate By Fiscal Year

	2019		2018		2017		2016		2015	
	Customers	Take-rate (%)	Customers	Take-rate (%)	Customers	Take-rate (%)	Customers	Take-rate (%)	Customers	Take-rate (%)
Brigham City	2,197	36.9	1,960	33.9	1,833	31.3	1,640	29.5	1,380	31.4
Centerville	1,883	38.5	1,723	35.6	1,607	32.9	1,515	30.0	1,360	28.7
Layton	4,306	20.4	2,609	22.5	1,749	18.6	1,096	16.1	599	16.8
Lindon	1,630	48.1	1,503	46.4	1,442	44.8	1,385	43.4	1,294	45.0
Midvale	913	14.7	790	14.3	747	13.6	677	12.2	599	17.7
Murray	3,010	26.7	2,786	25.4	2,629	23.7	2,474	22.4	2,288	25.6
Orem	4,371	28.5	3,828	27.0	3,316	26.5	3,200	24.4	3,182	29.2
Payson	1,113	34.8	950	30.4	756	24.4	681	25.0	570	24.9
Perry	584	32.9	471	27.1	344	19.3	132	7.5	2	0.0
Tremonton	904	31.6	754	27.4	608	22.0	508	18.2	336	14.5
West Valley	2,524	14.8	1,673	11.0	1,098	9.6	839	10.3	695	14.3
Misc.	782	35.9	473		410		368		326	
Total	24,217		19,520		16,539		14,515		12,631	
Lost customers	893		674		565		736		518	
Churn Rate	3.70%		3.45%		3.42%		5.07%		4.10 %	

(Source: The Agency.)

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DISCLOSURE SPECIFIC TO LAYTON CITY TELECOMMUNICATION AND FRANCHISE TAX REVENUE BONDS (CUSIP®917462)

The Agency is providing disclosure on the following Layton City telecommunications and franchise tax revenue bonds.

$22,285,000
Utah Infrastructure Agency
Layton City Telecommunications and Franchise Tax Revenue Bonds, Series 2018

Bonds dated and issued on: August 15, 2018
CUSIP® numbers on the bonds are provided below.

Background Information. The $22,285,000, Layton City Telecommunications and Franchise Tax Revenue Bonds, Series 2018, dated August 15, 2018 (the "2018 Bonds") were awarded pursuant to a negotiated sale on August 8, 2018 to KeyBanc Capital Markets, Chicago, Illinois. Lewis Young Robertson & Burningham, Inc., Salt Lake City, Utah, acted as Municipal Advisor.

The 2018 Bonds were issued by the Agency, as fully–registered bonds in book–entry only form, registered in the name of Cede & Co., as nominee for the DTC. DTC is currently acting as securities depository for the 2018 Bonds. Principal of and interest on the 2018 Bonds (interest payable April 15 and October 15 of each year) are payable by Zions Bancorporation, as Paying Agent, to the registered owners thereof, currently DTC.

Redemption Provisions. The 2018 Bonds maturing on or after October 15, 2029, are subject to redemption at the option of the Agency on October 15, 2028, and on any date thereafter prior to maturity, in whole or in part, from such maturities or parts thereof as may be selected by the Agency, at a redemption price equal to 100% of the principal amount of the 2018 Bonds to be redeemed plus accrued interest thereon to the date fixed for redemption.

Mandatory Sinking Fund Redemption on the 2018 Bonds. The 2018 Bonds maturing on October 15, 2035; October 15, 2038; October 15, 2041; and October 15, 2044, respectively, are subject to mandatory sinking fund redemption at a price equal to 100% of the principal amount to be redeemed, plus accrued interest to the redemption date, on the dates and in the principal amounts as set forth below:

Mandatory Sinking Fund Redemption Date	Sinking Fund Requirements
October 15, 2034	$ 980,000
October 15, 2035 (stated maturity)	1,015,000
Total	$1,995,000
October 15, 2036	$1,050,000
October 15, 2037	1,105,000
October 15, 2038 (stated maturity)	1,160,000
Total	$3,315,000
October 15, 2039	$1,215,000
October 15, 2040	1,275,000
October 15, 2041 (stated maturity)	1,340,000
Total	$3,830,000

Mandatory Sinking Fund Redemption Date	Sinking Fund Requirements
October 15, 2042	$1,405,000
October 15, 2043	1,460,000
October 15, 2044 (stated maturity)	1,515,000
Total	$4,380,000

Current Maturity Schedule.

Current principal outstanding: $22,285,000 Original issue amount: $22,285,000

Dated: August 15, 2018 Due: October 15, as shown below

Due October 15	CUSIP® 917462	Principal Amount	Original Interest Rate	Due October 15	CUSIP® 917462	Principal Amount	Original Interest Rate
2021	AA1	$150,000	3.00%	2028	AH6	$730,000	5.00%
2022	AB9	465,000	3.00	2029	AJ2	765,000	5.00
2023	AC7	590,000	3.00	2030	AK9	805,000	5.00
2024	AD5	610,000	4.00	2031	AL7	845,000	5.00
2025	AE3	635,000	4.00	2032	AM5	885,000	5.00
2026	AF0	660,000	5.00	2033	AN3	930,000	5.00
2027	AG8	695,000	5.00				

$1,995,000 3.625% Term Bond due October 15, 2035 (CUSIP®917642 AP8)

$3,315,000 5.000% Term Bond due October 15, 2038 (CUSIP®917642 AQ6)

$3,830,000 5.000% Term Bond due October 15, 2041 (CUSIP®917462 AR4)

$4,380,000 3.875% Term Bond due October 15, 2044 (CUSIP®917462 AS2)

Security and Sources of Payment for the 2018 Bonds

Revenues and Service Fees and Hook-up Lease Revenues

In the Continuing Disclosure Undertaking pertaining to the 2018 Bonds, the revenues from service fees and hook-up lease revenues are required as such revenues become historical. *As of the date of this SUPPLEMENTAL CONTINUING DISCLOSURE MEMORANDUM, only 2019 revenues are considered historical.*

	2019	2020	2021	2022	2023
Historical Revenues (1)					
Residential services fees	$ 41,981	n/a	n/a	n/a	n/a
Non-residential services fees	52,445	n/a	n/a	n/a	n/a
Hook-up lease revenues	544,464	n/a	n/a	n/a	n/a
Total revenues	$638,891	n/a	n/a	n/a	n/a
UIA Revenue Requirement (2):					
Series 2018 Bonds debt service (3)	–	–	(789,673)	(1,148,744)	(1,454,519)
Remaining revenues	$638,891	n/a	n/a	n/a	n/a

(1) Under the 2018 Service Contract, 80% of the residential service fees and 50% of non-residential service fees are allocated to UIA for its purposes; 20% of residential fees and 50% of non-residential service fees are allocated to the City's obligation to pay the UIA Revenue Requirement; and hook-up revenues are allocated first to the UIA Revenue Requirement any remaining such revenues are allocated to the City for any City purposes.

(2) Under the 2018 Service Contract, the UIA Revenue Requirement includes capital costs of UIA relating to the UIA–Layton Component Network, which is primarily debt service on the 2018 Bonds.

(3) Debt service on the 2018 Bonds through April 15, 2020 and a portion of the October 15, 2020 debt service will be paid from capitalized interest.

Layton City, Utah

Franchise Tax Revenues of the City

Fiscal Year	Franchise Tax Revenues	% Change
2019	$3,710,152	(4.4)
2018	3,880,743	(0.4)
2017	3,898,111	0.4
2015	3,918,318	3.8
2014	3,775,194	(1.6)

(Source: The office of the Layton City Treasurer.)

The Agency–Financial Summaries and Budget

Statement of Revenues, Expenses, and Change in Net Position (page 9);
Statement of Net Position (page 10); and
Budget (page 11).

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DISCLOSURE SPECIFIC TO TELECOMMUNICATIONS, ELECTRIC UTILITY, AND SALES TAX REVENUE BONDS (MORGAN CITY PROJECT) (CUSIP®91746C)

The Agency is providing disclosure on the following telecommunications, electric utility, and sales tax revenue bonds (Morgan City Project).

$2,550,000
Utah Infrastructure Agency
Telecommunications, Electric Utility, and Sales Tax Revenue Bonds (Morgan City Project), Series 2019

Bonds dated and issued on: April 16, 2019
CUSIP® numbers on the bonds are provided below.

Background Information. The $2,550,000, Telecommunications, Electric Utility, and Sales Tax Revenue Bonds (Morgan City Project), Series 2019, dated April 16, 2019 (the "2019 Morgan City Project Bonds") were awarded pursuant to a negotiated sale on April 9, 2019 to KeyBanc Capital Markets, Chicago, Illinois. Lewis Young Robertson & Burningham, Inc., Salt Lake City, Utah, acted as Municipal Advisor.

The 2019 Morgan City Project Bonds were issued by the Agency, as fully–registered bonds in book–entry only form, registered in the name of Cede & Co., as nominee for the DTC. DTC is currently acting as securities depository for the 2019 Morgan City Project Bonds. Principal of and interest on the 2019 Morgan City Project Bonds (interest payable April 1 and October 1 of each year) are payable by Zions Bancorporation, as Paying Agent, to the registered owners thereof, currently DTC.

Redemption Provisions. The 2019 Morgan City Project Bonds maturing on or after October 1, 2034, are subject to redemption at the option of the Agency on October 1, 2029, and on any date thereafter prior to maturity, in whole or in part, from such maturities or parts thereof as may be selected by the Agency, at a redemption price equal to 100% of the principal amount of the 2019 Morgan City Project Bonds to be redeemed plus accrued interest thereon to the date fixed for redemption.

Mandatory Sinking Fund Redemption on the 2019 Morgan City Project Bonds. The 2019 Morgan City Project Bonds maturing on October 1, 2035; October 1, 2038; October 1, 2041; and October 1, 2044, respectively, are subject to mandatory sinking fund redemption at a price equal to 100% of the principal amount to be redeemed, plus accrued interest to the redemption date, on the dates and in the principal amounts as set forth below:

Mandatory Sinking Fund Redemption Date	Sinking Fund Requirements
October 1, 2030	$100,000
October 1, 2031	100,000
October 1, 2032	105,000
October 1, 2033	110,000
October 1, 2034 (stated maturity)	115,000
Total	$530,000

Mandatory Sinking Fund Redemption Date	Sinking Fund Requirements
October 1, 2035	$ 115,000
October 1, 2036	120,000
October 1, 2037	125,000
October 1, 2038	130,000
October 1, 2039	135,000
October 1, 2040	140,000
October 1, 2041	145,000
October 1, 2042	150,000
October 1, 2043	155,000
October 1, 2044 (stated maturity)	165,000
Total	$1,380,000

Current Maturity Schedule.

Current principal outstanding: $2,550,000 Original issue amount: $2,550,000

Dated: April 16, 2019 Due: October 1, as shown below

Due October 1	CUSIP® 91746C	Principal Amount	Original Interest Rate	Due October 1	CUSIP® 91746C	Principal Amount	Original Interest Rate
2022………	AA9	$65,000	5.00%	2026………	AE1	$80,000	5.00%
2023………	AB7	70,000	5.00	2027………	AF8	85,000	5.00
2024………	AC5	75,000	5.00	2028………	AG6	90,000	5.00
2025………	AD3	80,000	5.00	2029………	AH4	95,000	5.00

$530,000 3.48% Term Bond due October 1, 2034 (CUSIP®91746C AJ0)

$1,380,000 3.85% Term Bond due October 1, 2044 (CUSIP®91746C AK7)

Security and Sources of Payment for the 2019 Morgan City Project Bonds

Service Revenues

In the Continuing Disclosure Undertaking pertaining to the 2019 Morgan City Project Bonds, the revenues from service, hook-up lease revenues, and city fees are required as such revenues become historical. *As of the date of this SUPPLEMENTAL CONTINUING DISCLOSURE MEMORANDUM, no revenues are considered historical.*

Historical Electrical Fee and Sales and Use Tax Revenues of Morgan City

	Fiscal Year Ending June 30				
	2019	2018	2017	2016	2015
Electric utility system revenues (1)	$2,046,952	$2,019,579	$2,065,078	$1,889,913	$1,821,416
Sales and use tax revenues (2)	844,177	810,980	740,211	691,301	643,174
Total revenues	$2,891,129	$2,830,556	$2,805,289	$2,581,214	$2,464,590
Maximum debt service	$169,138	$169,138	$169,138	$169,138	$169,138
Ratio of Electric System and sales and use tax revenue to maximum debt service	17.1	16.7	16.6	15.3	14.6

(4) The maximum annual pledge of Allocated Electrical Fee Revenues under the Service Contract is $90,360.
(5) The maximum annual pledge of Allocated Sales Tax Revenues under the Service Contract is $90,360.

The Agency–Financial Summaries and Budget

Statement of Revenues, Expenses, and Change in Net Position (page 9);
Statement of Net Position (page 10); and
Budget (page 11).

DISCLOSURE SPECIFIC TO TELECOMMUNICATIONS, ELECTRIC UTILITY, AND SALES TAX REVENUE BONDS (PAYSON CITY PROJECT) (CUSIP®917466)

The Agency is providing disclosure on the following telecommunications, electric utility, and sales tax revenue bonds (Payson City Project).

$3,520,000

Utah Infrastructure Agency

Telecommunications, Electric Utility, and Sales Tax Revenue Bonds (Payson City Project), Series 2019

Bonds dated and issued on: June 18, 2019

CUSIP® numbers on the bonds are provided below.

Background Information. The $3,520,000, Telecommunications, Electric Utility, and Sales Tax Revenue Bonds (Payson City Project), Series 2019, dated June 18, 2019 (the "2019 Payson City Project Bonds") were awarded pursuant to a negotiated sale on June 5, 2019 to KeyBanc Capital Markets, Chicago, Illinois. Lewis Young Robertson & Burningham, Inc., Salt Lake City, Utah, acted as Municipal Advisor.

The 2019 Payson City Project Bonds were issued by the Agency, as fully–registered bonds in book–entry only form, registered in the name of Cede & Co., as nominee for the DTC. DTC is currently acting as securities depository for the 2019 Payson City Project Bonds. Principal of and interest on the 2019 Payson City Project Bonds (interest payable April 1 and October 1 of each year) are payable by Zions Bancorporation, as Paying Agent, to the registered owners thereof, currently DTC.

Redemption Provisions. The 2019 Payson City Project Bonds maturing on or after October 1, 2030, are subject to redemption at the option of the Agency on October 1, 2029, and on any date thereafter prior to maturity, in whole or in part, from such maturities or parts thereof as may be selected by the Agency, at a redemption price equal to 100% of the principal amount of the 2019 Payson City Project Bonds to be redeemed plus accrued interest thereon to the date fixed for redemption.

Mandatory Sinking Fund Redemption on the 2019 Payson City Project Bonds. The 2019 Payson City Project Bonds maturing on October 1, 2029; October 1, 2034; October 1, 2039; and October 1, 2044, respectively, are subject to mandatory sinking fund redemption at a price equal to 100% of the principal amount to be redeemed, plus accrued interest to the redemption date, on the dates and in the principal amounts as set forth below:

Mandatory Sinking Fund Redemption Date	Sinking Fund Requirements
October 1, 2026	$110,000
October 1, 2027	120,000
October 1, 2028	125,000
October 1, 2029 (stated maturity)	130,000
Total	$485,000

Mandatory Sinking Fund Redemption Date	Sinking Fund Requirements
October 1, 2030	$135,000
October 1, 2031	140,000
October 1, 2032	150,000
October 1, 2033	155,000
October 1, 2034 (stated maturity)	160,000
Total	$740,000
October 1, 2035	$165,000
October 1, 2036	170,000
October 1, 2037	175,000
October 1, 2038	180,000
October 1, 2039 (stated maturity)	185,000
Total	$875,000
October 1, 2040	$ 195,000
October 1, 2041	200,000
October 1, 2042	205,000
October 1, 2043	210,000
October 1, 2044 (stated maturity)	220,000
Total	$1,030,000

Current Maturity Schedule.

Current principal outstanding: $3,520,000 Original issue amount: $3,520,000

Dated: June 18, 2019 Due: October 1, as shown below

Due October 1	CUSIP® 917466	Principal Amount	Original Interest Rate
2022	CD4	$ 90,000	5.00%
2023	CE2	95,000	5.00
2024	CF9	100,000	5.00
2025	CG7	105,000	5.00

$485,000 5.00% Term Bond due October 1, 2029 (CUSIP®917466 CH5)

$740,000 4.00% Term Bond due October 1, 2034 (CUSIP®917466 CJ1)

$875,000 3.00% Term Bond due October 1, 2039 (CUSIP®917466 CJ1)

$1,030,000 3.125% Term Bond due October 1, 2044 (CUSIP®917466 CL6)

Security and Sources of Payment for the 2019 Payson City Project Bonds

Service Revenues

In the Continuing Disclosure Undertaking pertaining to the 2019 Payson City Project Bonds, the revenues from service, hook-up lease revenues, and city fees are required as such revenues become historical. *As of the date of this SUPPLEMENTAL CONTINUING DISCLOSURE MEMORANDUM, no revenues are considered historical.*

Payson City, Utah

Franchise Tax Revenues

Fiscal Year	Gas	Other	City Electric Utility	Total
2015……………………..	$262,057	$41,837	$685,221	$ 989,116
2016……………………..	274,273	38,314	728,837	1,041,425
2017……………………..	251,814	70,511	719,626	1,041,951
2018……………………..	280,533	29,227	711,456	1,021,216
2019……………………..	310,757	81,102	724,105	1,115,964

Source: Payson City.

The Agency–Financial Summaries and Budget

Statement of Revenues, Expenses, and Change in Net Position (page 9);
Statement of Net Position (page 10); and
Budget (page 11).

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DISCLOSURE SPECIFIC TO TELECOMMUNICATIONS, ELECTRIC UTILITY, AND SALES TAX REVENUE BONDS (WEST POINT CITY PROJECT) (CUSIP®917466)

The Agency is providing disclosure on the following telecommunications, electric utility, and sales tax revenue bonds (West Point City Project).

$7,220,000

Utah Infrastructure Agency

Telecommunications, Franchise, and Sales Tax Revenue Bonds (West Point City Project), Series 2019

Bonds dated and issued on: September 5, 2019

CUSIP® numbers on the bonds are provided below.

Background Information. The $7,220,000, Telecommunications, Franchise, and Sales Tax Revenue Bonds (West Point City Project), Series 2019, dated September 5, 2019 (the "2019 West Point City Project Bonds") were awarded pursuant to a negotiated sale on August 21, 2019 to KeyBanc Capital Markets, Chicago, Illinois. Lewis Young Robertson & Burningham, Inc., Salt Lake City, Utah, acted as Municipal Advisor.

The 2019 West Point City Project Bonds were issued by the Agency, as fully–registered bonds in book–entry only form, registered in the name of Cede & Co., as nominee for the DTC. DTC is currently acting as securities depository for the 2019 West Point City Project Bonds. Principal of and interest on the 2019 West Point City Project Bonds (interest payable April 15 and October 15 of each year) are payable by Zions Bancorporation, as Paying Agent, to the registered owners thereof, currently DTC.

Redemption Provisions. The 2019 West Point City Project Bonds maturing on or after October 15, 2034, are subject to redemption at the option of the Agency on October 15, 2029, and on any date thereafter prior to maturity, in whole or in part, from such maturities or parts thereof as may be selected by the Agency, at a redemption price equal to 100% of the principal amount of the 2019 West Point City Project Bonds to be redeemed plus accrued interest thereon to the date fixed for redemption.

Mandatory Sinking Fund Redemption on the 2019 West Point City Project Bonds. The 2019 West Point City Project Bonds maturing on October 15, 2035; October 15, 2039; and October 15, 2046, respectively, are subject to mandatory sinking fund redemption at a price equal to 100% of the principal amount to be redeemed, plus accrued interest to the redemption date, on the dates and in the principal amounts as set forth below:

Mandatory Sinking Fund Redemption Date	Sinking Fund Requirements
October 15, 2030	$ 240,000
October 15, 2031	250,000
October 15, 2032	260,000
October 15, 2033	270,000
October 15, 2034 (stated maturity)	280,000
Total	$1,300,000
October 15, 2035	$ 295,000
October 15, 2036	305,000
October 15, 2037	315,000
October 15, 2038	330,000
October 15, 2039 (stated maturity)	345,000
Total	$1,590,000

Mandatory Sinking Fund Redemption Date	Sinking Fund Requirements
October 1, 2040	$ 355,000
October 1, 2041	365,000
October 1, 2042	375,000
October 1, 2043	390,000
October 1, 2044	400,000
October 1, 2045	415,000
October 1, 2046 (stated maturity)	425,000
Total	$2,725,000

Current Maturity Schedule.

Current principal outstanding: $7,220,000

Original issue amount: $7,220,000

Dated: September 5, 2019

Due: October 15, as shown below

Due October 15	CUSIP® 917471	Principal Amount	Original Interest Rate
2022	AA2	$ 175,000	4.00%
2023	AB0	180,000	4.00
2024	AC8	190,000	4.00
2025	AD6	195,000	4.00
2026	AE4	205,000	4.00
2027	AF1	210,000	4.00
2028	AG9	220,000	4.00
2029	AH7	230,000	4.00

$1,300,000 5.00% Term Bond due October 15, 2034 (CUSIP®917471 AJ3)

$1,590,000 4.00% Term Bond due October 15, 2039 (CUSIP®917471 AK0)

$2,725,000 3.00% Term Bond due October 15, 2046 (CUSIP®917471 AL8)

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Security and Sources of Payment for the 2019 West Point City Project Bonds

Service Revenues

In the Continuing Disclosure Undertaking pertaining to the 2019 West Point City Project Bonds, the revenues from service, hook-up lease revenues, and city fees are required as such revenues become historical. *As of the date of this SUPPLEMENTAL CONTINUING DISCLOSURE MEMORANDUM, no revenues are considered historical.*

West Point City, Utah

Historical Electrical Fee and Sales and Use Tax Revenues of West Point City

	Fiscal Year Ending June 30				
	2019	2018	2017	2016	2015
Franchise tax revenues (1)	$ 369,320	$ 384,231	$ 395,733	$ 368,589	$ 377,700
Sales and use tax revenues (2)	1,717,837	1,513,241	1,380,312	988,140	940,523
Total revenues	$2,087,157	$1,897,472	$1,776,045	$1,356,729	$1,318,233
Maximum debt service (3)	$570,884	$570,884	$570,884	$570,884	$570,884
Ratio of Electric System and sales and use tax revenue to maximum debt service	3.7	3.3	3.1	2.4	2.3

(1) The maximum annual pledged of Allocated Franchise Tax Revenues is $236,000.
(2) The maximum annual pledged of Allocated Sales Tax Revenues is $236,000.
(3) Represents the combined maximum annual debt service on the 2019 West Point City Project Bonds and outstanding West Point City Bonds occurring in Fiscal Year 2024.

The Agency–Financial Summaries and Budget

Statement of Revenues, Expenses, and Change in Net Position (page 9);
Statement of Net Position (page 10); and
Budget (page 11).

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AUDITED FINANCIAL STATEMENTS OF THE UTAH INFRASTRUCTURE AGENCY FOR FISCAL YEAR 2019

Included with this supplement is the Agency's audited financial statements for Fiscal Year 2019.

The Fiscal Year 2019 audited financial statements and other historical financial reports may be found online at

https://reporting.auditor.utah.gov/searchreport

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UTAH INFRASTRUCTURE AGENCY

FINANCIAL STATEMENTS

JUNE 30, 2019

UTAH INFRASTRUCTURE AGENCY
TABLE OF CONTENTS

KEDDINGTON & CHRISTENSEN, CPAS
CERTIFIED PUBLIC ACCOUNTANTS
Gary K. Keddington, CPA
Phyl R. Warnock, CPA
Marcus K. Arbuckle, CPA
Steven M. Rowley, CPA

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Utah Infrastructure Agency
Murray, Utah

Report on the Financial Statements

We have audited the accompanying financial statements of the business-type activities of Utah Infrastructure Agency (UIA) as of and for the year ended June 30, 2019, and the related notes to the financial statements, which collectively comprise UIA's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of UIA as of June 30, 2019, and the respective changes in its financial position and cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Telephone (801) 590-2600
Fax (801) 265-9405

1455 West 2200 South, Suite 201
Salt Lake City, Utah 84119

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 3 through 6 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated December 30, 2019 on our consideration of UIA's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering UIA's internal control over financial reporting and compliance.

Keddington & Christensen

Salt Lake City, Utah
December 30, 2019

Introduction

The following is a discussion and analysis of the Utah Infrastructure Agency (UIA) financial activities for the fiscal year ending June 30, 2019.

Description of Business

The Utah Infrastructure Agency (UIA) is a political subdivision of the State of Utah and was created in June 2010. Nine cities created the agency (Brigham City, Centerville City, Layton City, Lindon City, Midvale City, Murray City, Orem City, Payson City and West Valley City).

The UIA network is a fiber optic network providing high-speed broadband voice, video and data access. This network includes fiber optic lines, transmitters, power sources and backups, switches and access portals. The network operates as a wholesale network, under an open-access model, which is available to all qualified service providers. The open-access aspect means subscribers—both residents and businesses—have real choice for their broadband needs and can choose the provider and options that work best for them. Eight of the member cities (all except Payson City) pledged franchise tax revenues as partial loan guarantees in order to secure financing for the network.

The UIA network is connected to the UTOPIA fiber optic network pursuant to an Indefeasible Right of Use Agreement (IRU) between UIA and UTOPIA, which grants UIA access to certain facilities of and capacity in the UTOPIA network. The UTOPIA network provides telecommunications services, support and management services as well as crucial infrastructure for the UIA network. The synergy provided by UIA's partnership with UTOPIA allows both organizations to provide their citizens a state-of-the-art broadband network. The project is facilitating economic development throughout UTOPIA member cities. Where the network is completed, residents and businesses have access to the fastest internet in the country.

Twenty-five service providers – including XMission, Veracity, Windstream, SumoFiber, and First Digital. - were actively providing services and a total of 2,4217 homes and businesses had subscribed to services at year end on the UTOPIA/UIA network. Current plans include completion of the network within the eleven pledging UTOPIA member cities by 2022. Future growth of the network outside of the UTOPIA cities will be largely demand-based, bringing the network first to those areas that will bring the best return on investment. UIA continues to make significant progress towards the project's original mission: to build and maintain a fiber network to service all of the businesses and residents in UTOPIA's member cities.

As of the end of June, 2019, more than 3,500 miles of fiber cable have been placed within the boundaries of the eleven members cities. Within footprints serviced by 166 hut sites, there are approximately 94,000 addresses which could immediately subscribe for services. Once the network is completely built out within the pledging UTOPIA cities, approximately 150,000 addresses will be able to subscribe. The remaining addresses are located in apartment buildings, condominium developments, or in areas isolated by right-of-way or pole access issues.

Highlights

Financial highlights include:

- UIA's recurring operating revenues increased $2.9 M from the prior year.
- Operating profit (EBITDA) for the year was $1.1 M higher than the prior year.

Overview of Financial Statements

The financial statements included in this report have been prepared in compliance with generally accepted accounting principles. The balance sheet provides information about the Agency's resources and obligations at year end. The statement of revenues, expenses and changes in net position presents the results of business activities during the course of the year. The statement of cash flows presents changes in cash and cash equivalents, resulting from operational and investing activities. Notes to the financial statements provide required disclosures and other information that are essential to the full understanding of material data provided in the statements. The notes present information about UIA's accounting policies, significant account balances, obligations, commitments, contingencies and subsequent events.

Operating revenues of $15.4 million exceeded budget by about $2.5 M, largely due to construction contract revenue. Total operating expense (expenses excluding interest and depreciation) was $2.1 M above budget, again due to construction contract expenditures. The Agency contracted with the cities of Woodland Hills, Utah and Idaho Falls, Idaho to build out a fiber optic system within their city boundaries, which they would own. The UIA Board was aware of the contracts but the budget reflected the net expenditure instead of the gross revenue and gross expenditure. Operating profit (EBITDA) for the year was $391,000 better than budgeted. The net loss for the year (change in net position) was $2 M, which was better than budget by $926,200.

Table 1 - Summary of the Agency's Statement of Net Position.

	2019	2018
Current and other assets	$ 49,643,664	$ 22,969,122
Capital assets	93,742,641	69,146,758
Total Assets	143,386,305	92,115,880
Deferred outflows of resources	4,925,018	5,155,878
Total Assets	148,311,323	97,271,758
Current and other liabilities	9,186,764	6,101,569
Long-term liabilities outstanding	136,351,600	86,397,084
Total Liabilities	145,538,364	92,498,653
Net investment in capital assets	(8,049,857)	(5,540,482)
Restricted	29,085,990	9,745,717
Unrestricted	(18,263,174)	567,870
Net Position	$ 2,772,959	$ 4,773,105

Table 2 - Summary of the Agency's Statement of Revenues, Expenses and Changes in Fund Net Position

	2019	2018
Revenues:		
Operating revenues	$ 15,367,172	$ 10,641,815
Interest income	1,420,334	528,398
Other revenues	300,494	999,424
Total Revenues	17,088,000	12,169,637
Expenditures:		
Marketing	634,749	509,695
Professional services	172,597	716,775
Network operations	3,209,354	1,404,954
Construction contract costs	2,191,574	-
Depreciation	6,301,884	4,469,316
Bond interest and fees	6,577,988	4,506,128
Loss on disposal of assets	-	390,173
Total Expenditures	19,088,146	11,997,041
Change in net position	(2,000,146)	172,596
Total net position, beginning of year	4,773,105	4,600,509
Total net position, end of year	$ 2,772,959	$ 4,773,105

Capital Assets and Debt Administration

UIA's capital assets, net of depreciation, were $69.1 million. Types of assets include outside plant (fiber and conduit), inside plant (electronics), customer premise equipment, construction in progress and a capitalized lease (IRU).

As of June 30, 2019, UIA's outstanding debt amounted to $139.9 million. This is comprised of the revenue bonds and the capitalized IRU note payable.

UTAH INFRASTRUCTURE AGENCY
MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Table 3 - Summary of UIA's Capital Assets at June 30, 2019:

	2019	2018
Construction in progress	$ 5,339,558	$ 3,246,486
Land	555,872	500,000
Building	1,951,133	2,005,882
Furniture and equipment	201,444	281,272
Outside plant	45,514,342	36,789,870
Inside plant	6,862,309	2,611,468
Customer premise equipment	20,838,389	10,505,107
Intangible right	12,479,594	13,206,673
	$ 93,742,641	$ 69,146,758

Table 4 - Summary of UIA's Debt at June 30, 2019:

	2019	2018
Revenue bonds payable	$ 136,418,927	$ 84,908,232
Capital leases	-	1,012,403
Notes payable from direct borrowings	3,507,673	3,718,636
	$ 139,926,600	$ 89,639,271

Contacting UIA's Financial Management

This financial report is designed to provide interested readers with a general overview of UIA's financial position and to demonstrate accountability. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Chief Financial Officer, Utah Infrastructure Agency, 5858 S 900 E Murray, UT 84121.

BASIC FINANCIAL STATEMENTS

UTAH INFRASTRUCTURE AGENCY
STATEMENT OF NET POSITION
June 30, 2019

Assets	
Current Assets:	
Cash	$ 8,777,628
Trade receivables, net	1,567,017
Inventory	2,802,295
Prepaid expenses	7,390
Notes receivable	248,023
Costs of uncompleted contracts in excess of related billings	341,396
Restricted cash equivalents	24,798,724
Total Current Assets	38,542,473
Noncurrent assets:	
Restricted cash equivalents	8,252,539
Notes receivable	2,848,652
Capital Assets:	
Construction in progress	5,339,558
Land	555,872
Assets, net of accumulated depreciation:	
Building	1,951,133
Furniture and equipment	201,444
Fiber optic network	85,694,634
Total Noncurrent Assets	104,843,832
Total Assets	143,386,305
Deferred Outflows of Resources	
Deferred charge on refunding	4,925,018
Total Assets and Deferred Outflows of Resources	$ 148,311,323

The accompanying notes are an integral part of these financial statements.

UTAH INFRASTRUCTURE AGENCY
STATEMENT OF NET POSITION (Continued)
June 30, 2019

Liabilities	
Current Liabilities:	
Accounts payable	$ 4,236,467
Accrued liabilities	111,018
Interest payable from restricted assets	1,220,273
Notes payable	830,000
Revenue bonds payable	2,745,000
Unearned revenue	44,006
Total Current Liabilities	9,186,764
Noncurrent Liabilities:	
Notes payable	2,677,673
Revenue bonds payable	133,673,927
Total Noncurrent Liabilities	136,351,600
Total Liabilities	145,538,364
Net Position	
Net Investment in capital assets	(8,049,857)
Restricted for:	
Debt service	10,828,506
Future development	18,257,484
Unrestricted	(18,263,174)
Total Net Position	2,772,959
Total Liabilities and Net Position	$ 148,311,323

The accompanying notes are an integral part of these financial statements.

UTAH INFRASTRUCTURE AGENCY
STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND NET POSITION
For the Year Ended June 30, 2019

Operating Revenues:	
Access fees	$ 9,762,852
Installations	29,624
Reconnections	3,582,149
Miscellaneous operating revenue	140,851
Construction contract revenue	1,851,696
Total Operating Revenues	15,367,172
Operating Expenses:	
Marketing	634,749
Professional services	172,597
Network	3,209,354
Construction contract costs	2,191,574
Depreciation	6,301,884
Total Operating Expenses	12,510,158
Operating Income	2,857,014
Nonoperating Revenues (Expenses):	
Interest income	1,420,334
Installation related capital contributions	300,494
Bond interest and fees	(6,577,988)
Total Nonoperating Revenues (Expenses)	(4,857,160)
Change In Net Position	(2,000,146)
Total Net Position, Beginning of Year	4,773,105
Total Net Position, End of Year	$ 2,772,959

The accompanying notes are an integral part of these financial statements.

UTAH INFRASTRUCTURE AGENCY
STATEMENT OF CASH FLOWS
For the Year Ended June 30, 2019

Cash Flows From Operating Activities:	
Cash received from customers and users	$ 13,163,318
Cash received from long-term contracts	2,235,940
Payments to suppliers	(9,034,083)
Net cash provided by operating activities	6,365,175
Cash Flows From Capital and Related Financing Activities:	
Purchase of capital assets	(26,746,628)
Proceeds from installations	435,981
Bond interest and fees	(6,299,290)
Proceeds from issuance of new bonds	54,617,368
Principal paid on bonds	(2,595,000)
Principal paid on capital leases payable	(1,012,403)
Net cash used by capital and related financing activities	18,400,028
Cash Flows From Non-Capital Financing Activity:	
Proceeds from notes payable addition	192,945
Payment of note payable	(505,619)
Net cash provided by non-capital financing activity	(312,674)
Cash Flows From Investing Activity:	
Interest income	1,420,334
Net cash provided by investing activity	1,420,334
Net Increase in Cash and Cash Equivalents	25,872,863
Cash and Cash Equivalents, Beginning of Year	15,956,028
Cash and Cash Equivalents, End of Year	$ 41,828,891

The accompanying notes are an integral part of these financial statements.

UTAH INFRASTRUCTURE AGENCY
STATEMENT OF CASH FLOWS (Continued)
For the Year Ended June 30, 2019

Reconciliation of operating loss to net cash from operating activities:

Operating income	$	2,857,014
Adjustments to reconcile operating income to net cash from operating activities:		
Depreciation expense		6,301,884
(Increase) decrease in assets related to operations		
Trade receivables, net		(466,533)
Prepaid expenses		(1,837)
Inventory		(4,373,983)
Costs of completed contracts in excess of related billings		(341,396)
Note receivable related to operating revenues		95,444
Increase (decrease) in liabilities related to operations		
Accounts payable		2,304,707
Accrued liabilities		(29,056)
Unearned Revenue		18,931
Net Cash Provided by Operating Activities	$	6,365,175

Supplemental Information

Noncash Investing, Capital, and Financing Activities:

Inventory additions to capital assets	$	4,151,139
Accrued interest addition to notes payable		101,711

The accompanying notes are an integral part of these financial statements.

UTAH INFRASTRUCTURE AGENCY
NOTES TO FINANCIAL STATEMENTS

NOTE 1 SUMMARY OF ACCOUNTING POLICIES

Reporting Entity

Utah Infrastructure Agency (UIA), a separate legal entity and political subdivision of the State of Utah, was formed on July 29, 2010, by an Interlocal Cooperative Agreement pursuant to the provisions of the Utah Interlocal Cooperation Act. UIA's Interlocal Cooperative Agreement has a term of five years, and is renewable every year thereafter. UIA consists of nine member-cities (eight pledging and one non-pledging) at June 30, 2019. UIA's purpose is to design, finance, build, operate, and maintain an open, wholesale, public telecommunication infrastructure that has the capacity to deliver high-speed connections to every home and business in the member communities.

In evaluating how to define UIA for financial reporting purposes, management has considered all potential component units. The decision as to whether or not to include a potential component unit in the reporting entity was made by applying the criteria set forth by the Governmental Accounting Standards Board (GASB). The basic, but not the only, criterion for including a potential component unit within the reporting entity is the governing body's ability to exercise oversight responsibility. The most significant manifestation of this ability is financial interdependency. Other manifestations of the ability to exercise oversight responsibility include, but are not limited to, the selection of governing authority, the designation of management, the ability to significantly influence operations and accountability of fiscal matters. The other criterion used to evaluate potential component units for inclusion or exclusion from the reporting entity is the existence of special financing relationships, regardless of whether UIA is able to exercise oversight responsibilities. UIA does not have any component units, nor is it a component unit of any primary government.

The following is a summary of the more significant policies.

Financial Statement Presentation and Basis of Accounting

UIA prepares its financial statements on an enterprise fund basis, using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Enterprise funds are used to account for operations that are financed and operated in a manner similar to private businesses, where the intent is that all costs of providing certain goods and services to the general public be financed or recovered primarily through user charges, or where it has been deemed that periodic determination of net income is appropriate for capital maintenance, public policy, management control, accountability, or other purposes. Enterprise funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with UIA's principal ongoing operations. All revenues and expenses not meeting this definition are reported as nonoperating.

Restricted Assets

UIA maintains investments held by financial institutions for safekeeping of funds relating to service reserves and to fund capital assets. When both restricted and unrestricted assets are available, it is UIA's policy to use restricted assets first, then unrestricted assets as they are needed.

NOTE 1 SUMMARY OF ACCOUNTING POLICIES (Continued)

Deferred Outflows of Resources

In addition to assets, financial statements will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, *deferred outflows of resources*, represents a consumption of net position that applies to future period(s) and will not be recognized as an outflow of resources (expense) until then. UIA reports a deferred charge on refunding in this category.

Property and Equipment

Property and equipment are stated at cost, which includes capitalization of interest costs incurred during construction. Normal maintenance and repair expenses that do not add to the value of the asset or materially extend asset lives are not capitalized. Improvements are capitalized and depreciated over the remaining useful lives of the related fixed asset. The net book value of property sold or otherwise disposed of is removed from the property and accumulated depreciation accounts and the resulting gain or loss is included as nonoperating revenues or expenses. Depreciation of property and equipment was computed using the straight-line method over the following estimated useful lives:

Outside plant and certain customer premise equipment	25 years
Office furniture and equipment and vehicles	3-5 years
Intangible rights	25 years

Depreciation of inside plant and certain customer premise equipment was computed using an accelerated method over a six-year life.

Cash and Cash Equivalents

UIA considers all cash and investments with original maturities of three months or less to be cash and cash equivalents. For purposes of the statement of cash flows, cash and cash equivalents are defined as the cash accounts and the restricted cash equivalent accounts. Investments, in the form of accounts invested with the Utah Public Treasurer's Investment Fund (the State Treasurer's Pool) of UIA are stated at cost, which approximates fair value.

Allowance for Doubtful Accounts

The allowance for doubtful accounts is UIA's best estimate of the amount of probable credit losses in the existing accounts receivable. UIA has reserved $72,426 of accounts receivable.

Inventories

Inventories are stated at cost using the first-in first-out method.

Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 1 SUMMARY OF ACCOUNTING POLICIES (Continued)

Revenue and Cost Recognition

Revenue is generally recorded when the service has been provided, and profit is recognized at that time. Revenues are reported net of bad debt expense. Total bad debt expense related to revenues of the current period is $65,103.

UIA recognizes revenue from construction contracts on the completed-contract method where revenues and expenses are recognized when contracts are substantially completed. This method is used because management lacks dependable estimates on the progress of the contracts.

UIA acts as the contractor and subcontracts out the required infrastructure improvements. Contract costs include all direct costs billed by the subcontractor, which includes direct materials and labor. Provisions for estimated losses on uncompleted contracts are made in the period in which the losses are determined. Management determined that provisions for losses were unnecessary for the year ended June 30, 2019.

The asset costs of uncompleted contracts in excess of related billings represents the amount of contract costs incurred in excess of amounts billed.

NOTE 2 CASH AND INVESTMENTS

UIA's deposit and investment policy is to follow the Utah Money Management Act. However, UIA does not have a separate deposit or investment policy that addresses specific types of deposit and investment risks to which UIA is exposed.

Utah State law requires that UIA's funds be deposited with a "qualified depository" as defined by the Utah Money Management Act. "Qualified depository" includes any depository institution which has been certified by the Utah State Commissioner of Financial Institutions as having met the requirements as defined in Rule 11 of the Utah Money Management Act. Rule 11 establishes the formula for determining the amount of public funds which a qualified depository may hold in order to minimize risk of loss and defines capital requirements which an institution must maintain to be eligible to accept public funds.

The Utah Money Management Act also governs the scope of securities allowed as appropriate temporary investments for UIA and conditions for making investment transactions. Investment transactions are to be conducted through qualified depositories or primary reporting dealers.

As of June 30, 2019, UIA had the following deposits and investments, stated at carrying amount, which approximates fair value:

Deposit and investment type	Fair Value
Cash on deposit	$ 2,651,736
Investments in Utah Public Treasurer Investment Funds	39,177,155
	$ 41,828,891

NOTE 2 CASH AND INVESTMENTS (Continued)

Cash on Deposit:
Custodial credit risk – deposits. In the case of deposits, this is the risk that in the event of a bank failure, UIA's deposits may not be returned to it. As of June 30, 2019, $3,463,955 of the $3,713,955 balance of deposits was exposed to custodial credit risk because it was uninsured and uncollateralized. UIA has no policy to manage this type of risk.

Investment in Utah Public Treasurer's Investment Funds (PTIF):
The PTIF is authorized and regulated by the Money Management Act, Section 51-7, *Utah Code Annotated*, *1953*, as amended. The Act established the Money Management Council which oversees the activities of the State Treasurer and the PTIF and details the types of authorized investments. Deposits in the PTIF are not insured or otherwise guaranteed by the State of Utah, and participants share proportionally in any realized gains or losses on investments.

Interest rate risk. The risk that changes in the interest rate will have an adverse effect on the fair value of an investment. UIA's investments in PTIF are not subject to interest rate risk.

Credit risk. This is the risk that an issuer or other counter party to an investment will not fulfill its obligations. As of June 30, 2019, the PTIF in which UIA has investments were unrated.

Concentration of credit risk. This is the risk of loss attributable to the magnitude of UIA's investment in a single issuer. UIA's investment in PTIF is not subject to a concentration of credit risk.

Custodial credit risk – investments. This is the risk that, in the event of the failure of the counterparty to a transaction, UIA will not be able to recover the value of its investments that are in the possession of an outside party**.** UIA's investment in PTIF has no custodial credit risk.

UIA categorizes the fair value measurements of its investments based on the hierarchy established by generally accepted accounting principles. The fair value hierarchy, which has three levels, is based on valuation inputs used to measure an asset's fair value: Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs. Fair value measurements of UIA's investments in PTIF at June 30, 2019, or $39,338,871 are based on significant other observable inputs (Level 2 inputs).

UTAH INFRASTRUCTURE AGENCY
NOTES TO FINANCIAL STATEMENTS (Continued)

NOTE 3 PROPERTY AND EQUIPMENT

The following summarizes UIA's property and equipment as of June 30, 2019:

	Beginning Balance	Additions	Deletions	Ending Balance
Capital assets, not being depreciated:				
Land	$ 500,000	$ 55,872	$ -	$ 555,872
Construction in progress	3,246,486	2,093,072	-	5,339,558
Total capital assets, not being depreciated	3,746,486	2,148,944	-	5,895,430
Capital assets, being depreciated:				
Building	2,122,279	20,142	-	2,142,421
Furniture and equipment	337,122	-	-	337,122
Outside plant	42,775,964	10,620,713	-	53,396,677
Inside plant	7,612,923	6,733,133	-	14,346,056
Customer premise equipment	12,460,382	11,374,835	-	23,835,217
Intangible right	18,176,964	-	-	18,176,964
Total capital assets, being depreciated	$ 83,485,634	$ 28,748,823	$ -	$ 112,234,457
Less accumulated depreciation:				
Building	$ (116,397)	$ (74,891)	$ -	$ (191,288)
Furniture and equipment	(55,850)	(79,828)	-	(135,678)
Outside plant	(5,986,094)	(1,896,241)	-	(7,882,335)
Inside plant	(5,001,455)	(2,482,292)	-	(7,483,747)
Customer premise equipment	(1,955,275)	(1,041,553)	-	(2,996,828)
Intangible right	(4,970,291)	(727,079)	-	(5,697,370)
Total accumulated depreciation	(18,085,362)	(6,301,884)	-	(24,387,246)
Total capital asset, net of accumulated depreciation	65,400,272	22,446,939	-	87,847,211
Property and Equipment, net	$ 69,146,758	$ 24,595,883	$ -	$ 93,742,641

Depreciation expense of $6,301,884 was charged to operating expense for the year ended June 30, 2019.

NOTE 4 LONG-TERM DEBT

The following is a summary of the changes in long-term debt obligations for the year ended June 30, 2019.

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
Revenue Bonds					
Series 2017A	$ 73,905,000	$ -	$ (2,145,000)	$ 71,760,000	$ 1,625,000
Series 2017B	3,500,000	-	(450,000)	3,050,000	570,000
Series 2018A	-	21,810,000	-	21,810,000	550,000
Series 2018 - Layton	-	22,285,000	-	22,285,000	-
Series 2019 - Morgan	-	2,550,000	-	2,550,000	-
Series 2019 - Payson	-	3,520,000	-	3,520,000	-
Plus: Unamortized Premiums	7,503,232	4,452,368	(511,673)	11,443,927	-
Total Revenue Bonds	84,908,232	54,617,368	(3,106,673)	136,418,927	2,745,000
Capital Leases					
UTOPIA IRU	1,012,403	-	(1,012,403)	-	-
Total Capital Leases	1,012,403	-	(1,012,403)	-	-
Notes Payable from Direct Borrowings					
Pledging Members	3,555,993	287,177	(483,907)	3,359,263	794,359
Tremonton Note	162,643	7,479	(21,712)	148,410	35,641
Total Notes Payable	3,718,636	294,656	(505,619)	3,507,673	830,000
Total Long-Term Debt	$ 89,639,271	$ 54,912,024	$ (4,624,695)	$139,926,600	$ 3,575,000

Revenue Bonds

Tax-exempt Telecommunications Revenue and Refunding Bonds, Series 2017A, original issue of $73,905,000 plus a premium of $7,784,509, principal payments due in annual installments beginning October 15, 2018, interest payments due semi-annually at 2.0% to 5.0%, with the final payment due October 15, 2040. The bonds were issued to refund the Series 2011A, 2013, and 2015 Bonds and obtain additional funding for infrastructure. There are no significant events of default or termination events with finance-related consequences and no subjective acceleration clauses.	$ 71,760,000
Taxable Telecommunication Revenue Refunding Bonds, Series 2017B, original issue of $3,500,000, principal payments due in annual installments beginning October 15, 2018, interest payments due semi-annually at 3.5% with the final payment due October 15, 2023. The bonds were issued to refund the Series 2011B Bonds. There are no significant events of default or termination events with finance-related consequences and no subjective acceleration clauses.	3,050,000

NOTE 4 LONG-TERM DEBT (Continued)

Revenue Bonds (Continued)

Tax-exempt Telecommunications Revenue Bonds, Series 2018A, original issue of $21,810,000 plus a premium of $2,323,343, principal payments due in annual installments beginning October 2019, interest payments due semi-annually at 5.0% to 5.375%, with the final payment due October 2040. The bonds were issued to finance the expansion of UIA's infrastructure. There are no significant events of default or termination events with finance-related consequences and no subjective acceleration clauses.	$ 21,810,000
Layton City Telecommunications and Franchise Tax Revenue Bonds, Series 2018, original issue of $22,285,000 plus a premium of $1,863,184, principal payments due in annual installments beginning October 2021, interest payments due semi-annually at 3.0% to 5.0%, with the final payment due October 2044. The bonds were issued to finance the expansion of UIA's infrastructure within Layton City. There are no significant events of default or termination events with finance-related consequences and no subjective acceleration clauses.	22,285,000
Telecommunications, Electric Utility, and Sales Tax Revenue Bonds (Morgan City Project), Series 2019, original issue of $2,550,000 plus a premium of 67,549, principal payments due in annual installments beginning October 2022, interest payments due semi-annually at 3.375% to 5.0%, with the final payment due October 2044. The bonds were issued to finance the construction of UIA's infrastructure within Morgan City. There are no significant events of default or termination events with finance-related consequences and no subjective acceleration clauses.	2,550,000
Telecommunications and Franchise Tax Revenue Bonds (Payson City Project), Series 2019, original issue of $3,520,000 plus a premium of 198,292, principal payments due in annual installments beginning October 2022, interest payments due semi-annually at 3.0% to 5.0%, with the final payment due October 2044. The bonds were issued to finance the expansion of UIA's infrastructure within Payson City. There are no significant events of default or termination events with finance-related consequences and no subjective acceleration clauses.	3,520,000
Total Revenue Bonds	124,975,000
Less current portion	(2,745,000)
Noncurrent portion	$ 122,230,000

NOTE 4 LONG-TERM DEBT (Continued)

Revenue Bonds (Continued)

The following summarizes UIA's revenue bonds debt service requirements as of June 30, 2019:

Year	Principal	Interest	Total
2020	$ 2,745,000	$ 5,914,658	$ 8,659,658
2021	2,830,000	5,857,381	8,687,381
2022	3,075,000	5,736,856	8,811,856
2023	3,685,000	5,583,306	9,268,306
2024	3,955,000	5,412,456	9,367,456
2025-2029	21,705,000	24,064,581	45,769,581
2030-2034	27,740,000	17,919,891	45,659,891
2035-2039	35,335,000	10,179,981	45,514,981
2040-2044	22,005,000	1,946,916	23,951,916
2045	1,900,000	35,884	1,935,884
	$ 124,975,000	$ 82,651,912	$ 207,626,912

Advanced Refunding/Defeasance of Debt
The net proceeds from the Series 2017A and Series 2017B Bonds (collectively, the Series 2017 Bonds) used for the advanced refunding of the Series 2011A, Series 2011B, Series 2013, and Series 2015 Bonds totaled $64,802,106 and together with an equity contribution from UIA in the amount of $1,486,149 were placed in a trust account with Zions Bank, the escrow agent for the defeasance. Accordingly, the trust account assets and the liability for the defeased bonds are not included in UIA's financial statements. At June 30, 2019, $56,590,000 of the bonds remained outstanding and are considered defeased.

The escrow agent is authorized to purchase direct non-callable obligations of, or obligations guaranteed by the full faith and credit of the United States of America (Government Securities) and establish a beginning cash balance for future debt service payments on the refunded bonds. The escrow agent is not authorized to sell, transfer, or otherwise dispose of or make substitutions of the Government Securities without UIA's authorization. No substitutions were requested as of June 30, 2019.

NOTE 5 RELATED PARTY COMMITMENTS AND CONTRACTS

Related Party
Management has determined that UIA and UTOPIA are related parties. During the year UTOPIA charged UIA a management fee of $2,000,000 for administration, accounting/finance, marketing, customer service and outside plant performed on behalf of UIA. The unpaid portion of this fee totaled $1,039,730 at June 30, 2019 and is included with accounts payable. Since UIA's inception in 2011, UIA has paid a total of approximately $2,500,000 to UTOPIA for management services and UTOPIA has donated management services to UIA valued at approximately $4,100,000. UTOPIA did not donate management services to UIA during the year ended June 30, 2019.

NOTE 5 RELATED PARTY AND COMMITMENTS AND CONTRACTS (Continued)

UIA also leases a building to UTOPIA under an operating lease agreement entered into on May 1, 2017. The term of the lease is five years with a one-year auto renewal. Payments received from UTOPIA for rent totaled $141,600 for the year ended June 30, 2019.

As of June 30, 2019, UIA has $110,988 in accrued liabilities payable to UTOPIA.

Interlocal Cooperative Agreement

UIA has entered into an Interlocal Cooperative Agreement with UTOPIA, wherein UIA will pay UTOPIA for network configuration, operation, and maintenance fees. The amount of the fees is determined based on the number of connections, subscribers, and services performed. The agreement is renewed annually. UIA recorded expenditures to UTOPIA of $1,209,354 for the year ended June 30, 2019. Since UIA's inception in 2011, UIA has paid a total of approximately $4,300,000 to UTOPIA for services related to the Interlocal Cooperative Agreement.

NOTE 6 PLEDGING MEMBERS LIABILITY AND COMMITTMENTS

The eight Pledging Members of UIA have pledged energy sales and use tax revenues to ensure that UIA fulfills its revenue requirement from the bond agreements. UIA is required by the Series 2017 A & B bond covenants to have revenue equal to the operations and maintenance expenses and the capital costs in a fiscal year. In the event there is a shortfall, the pledging cities agree to lend its energy sales and use tax revenues in the maximum annual principal allocated to each city as set forth below:

Pledging Member	2019 Share of Total Max. Pledge	2019 Maximum Pledge *
Brigham City	0.62%	$ 31,831
Centerville City	3.63%	186,737
Layton City	18.20%	937,272
Lindon City	3.35%	172,516
Midvale City	6.60%	339,988
Murray City	13.40%	690,241
Orem City	23.76%	1,223,786
West Valley City	30.44%	1,568,781
	100.00%	$ 5,151,152

* These amounts are the estimated maximum annual amount of franchise tax revenue payable by each city.

UTAH INFRASTRUCTURE AGENCY
NOTES TO FINANCIAL STATEMENTS (Continued)

NOTE 6 PLEDGING MEMBERS LIABILITY AND COMMITTMENTS (Continued)

The Second Amended and Restated Interlocal Cooperative Agreement of UIA provides that the UIA Board of Directors may establish Working Capital Assessments to the Member Cities, the payment of which is subject to the appropriations authority of the governing bodies of the Member Cities. UIA has utilized this mechanism to pay certain operating expenses in order to avoid a shortfall under the Communications Services Contracts between UIA and the Member Cities. Under a shortfall scenario, UIA would be obligated to notify the Member Cities of their respective obligations to utilize Energy Sales and Use Taxes to replenish the shortfall. Provided enough cities pay their Working Capital Assessments, no shortfall exists and therefore, no obligation from Energy Sales and Use Taxes. The paid assessments, along with cumulative accrued interest of $47,962 for a total of $3,359,263, have been recorded as notes payable to the cities. For the year ended June 30, 2019, UIA paid a total of $483,907 back to the cities that were current on their assessments.

The schedule below summarizes the cumulative totals paid by the cities:

City	2019 OpEx Assessments Paid	Cumulative Paid	2019 Payments to Cities	Cumulative Payments	Cumulative Remaining
Brigham City	$ -	$ 34,824	$ (17,956)	$ (26,132)	$ 8,692
Centerville City	-	221,373	-	-	221,373
Layton City	-	623,750	(74,727)	(99,804)	523,946
Lindon City	-	118,155	-	-	118,155
Midvale City	-	307,486	(30,277)	(36,603)	270,883
Murray City	-	141,666	-	-	141,666
Orem City	-	1,099,242	(108,367)	(135,048)	964,194
Payson City	192,945	242,945	(28,991)	(28,991)	213,954
West Valley City	-	1,017,276	(125,969)	(168,838)	848,438
	$ 192,945	$ 3,806,717	$ (386,287)	$ (495,416)	$ 3,311,301

NOTE 7 SUBSEQUENT EVENTS

On September 5, 2019, UIA issued $7,220,000 of Telecommunications, Franchise and Sales Tax Revenue Bonds, Series 2019 to fund the acquisition, construction, and installation of a fiber optic network in West Point City. Principal payments on the bonds are due in annual installments of $175,000 to $425,000 beginning in 2022 through 2046, with interest at 3% to 4% due semiannually beginning in 2020.

On November 13, 2019, UIA issued $48,365,000 of Telecommunications Revenue Bonds, Series 2019 to fund the acquisition, construction, and installation of a fiber optic network within the boundaries of the UIA/UTOPIA member cities. Principal payments on the bonds are due in annual installments of $1,345,000 to $3,275,000 beginning in 2021 through 2042, with interest at 4% to 5% due semiannually beginning in 2020.