

# GIVENS PURSLEY LLP

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Conley E. Ward  
Robert B. White

Raymond D. Givens  
RETIRED

James A. McClure  
RETIRED

Kenneth L. Pursley  
RETIRED  
*\*Licensed in California*

March 6, 2006

## VIA HAND DELIVERY

Jean Jewell, Secretary  
Idaho Public Utilities Commission  
472 W. Washington Street  
P. O. Box 83720  
Boise, ID 83720-0074

RECEIVED  
MAR 7 2006  
7:15 PM  
IDaho Public  
UTILITIES COMMISSION

RE: THE APPLICATION OF COLUMBINE TELEPHONE COMPANY FOR  
AUTHORITY TO BORROW FROM THE RURAL TELEPHONE FINANCE  
COOPERATIVE IN AN AMOUNT NOT TO EXCEED \$11,000,000. CASE  
NO. COL-T-06-2.

Dear Jean:

In the above-referenced application of Columbine Telephone Company, an unexecuted copy of the Consent Resolution of the Board of Directors of Columbine Telephone Company was included as Exhibit B. I am now enclosing four fully executed copies of the Consent Resolution for your records.

If you have any questions or comments, please do not hesitate to contact me. Thank you for your help.

Very truly yours,



Kristen A. Atwood

KAA/kaa  
cc: William C. Cole  
Conley E. Ward

Enclosures

S:\CLIENTS\1534\50\Ltr to PUC re executed consent resolution.doc

**CONSENT RESOLUTION  
OF THE BOARD OF DIRECTORS  
COLUMBINE TELEPHONE COMPANY**

The undersigned, being all of the directors of COLUMBINE TELEPHONE COMPANY, INC., a Wyoming corporation (the "Company") doing business as Teton Telecom, do hereby take the following corporate actions without a meeting in accordance with the general corporation laws of the State of Wyoming and the constituent documents of the Company:

WHEREAS, the directors, at a duly called meeting of the directors, have given their approval to pursue a loan commitment to provide funding for itself and certain affiliates to finance the construction of a new office-building complex; to finance general plant and equipment upgrades; to fund the purchase of RTFC's 10% Subordinated Capital Certificates, and other corporate purposes; and

WHEREAS, the directors of the Company have obtained a loan commitment from Rural Telephone Finance Cooperative ("RTFC") in the amount of Eleven Million Dollars and no/100 (\$11,000,000.00) (the "Loan"); and

WHEREAS, the directors believe the Loan to be in the best interests of the Company; and

WHEREAS, the directors now desire to approve the Loan.

NOW, THEREFORE BE IT RESOLVED, that the Company borrow from RTFC, and that the directors hereby authorize borrowings from RTFC, from time to time in amounts which shall not at any one time exceed \$11,000,000.00 in the aggregate;

RESOLVED, that the proceeds of such borrowings shall be used by the Company or its affiliates solely as specified in the Loan Agreement (as defined below);

RESOLVED, that Allen R. Hoopes, the President, is hereby authorized on behalf of the Company to execute and deliver under its corporate seal, which the Secretary or Assistant Secretary is directed to affix and attest:

- (a) as many counterparts as shall be deemed advisable for a Loan Agreement with RTFC (the "Loan Agreement"), substantially in the form presented to the Board of Directors;
- (b) a Secured Promissory Note payable to the order of RTFC in the aggregate principal amount not to exceed \$11,000,000.00, bearing such interest as provided for therein and providing for the payment of the indebtedness evidenced thereby within fifteen (15) years after the date thereof (the "Note"), substantially in the form presented to the Board of Directors;

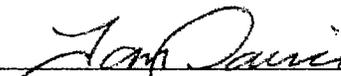
RESOLVED, that said officer be, and hereby is, authorized and directed to execute and deliver in the name of and on behalf of the Company such other documents and to take such other actions as such person, in his/her sole discretion, shall deem necessary or advisable to carry out the intent and purpose of the foregoing resolutions or the transactions contemplated thereby;

RESOLVED, that Allen R. Hoopes is authorized on behalf of the Company to request and receive funds on account of the Note from time to time, to repay such funds in accordance with the Loan Agreement and the Note, and is directed to deposit such funds in a special bank account used to receive advances from the Lender; and

RESOLVED, that all actions heretofore taken by the authorized agents of the Company in connection with and in furtherance of the Loan are hereby ratified and confirmed in all respects as acts of the Company.

[end of text]

Dated effective the 31 day of January, 2006.

  
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Tom Davis, Director

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Melvin R. Hoopes, Director

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Allen R. Hoopes, Director

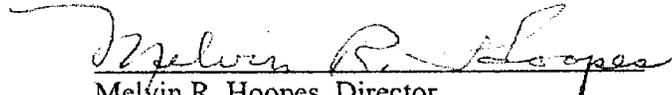
\_\_\_\_\_  
Bonnie E. Hoopes, Director

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Brad E. Hoopes, Director

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Rod R. Jensen, Director

Dated effective the 31 day of January, 2006.

\_\_\_\_\_  
Tom Davis, Director

  
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Melvin R. Hoopes, Director

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Allen R. Hoopes, Director

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Bonnie E. Hoopes, Director

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Brad E. Hoopes, Director

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Rod R. Jensen, Director

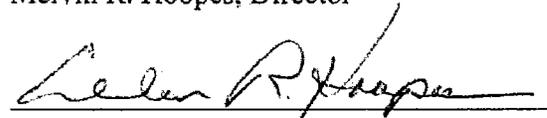
Dated effective the 31st day of January, 2006.

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Tom Davis, Director

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Melvin R. Hoopes, Director



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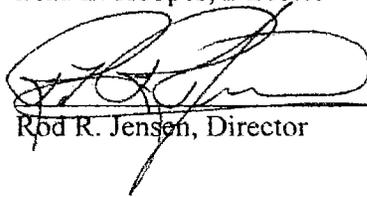
Allen R. Hoopes, Director

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Bonnie E. Hoopes, Director

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Brad E. Hoopes, Director



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Rod R. Jensen, Director

Dated effective the 14<sup>th</sup> day of January, 2006.

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Tom Davis, Director

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Melvin R. Hoopes, Director

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Allen R. Hoopes, Director

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Brad E. Hoopes, Director

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Rod R. Jensen, Director

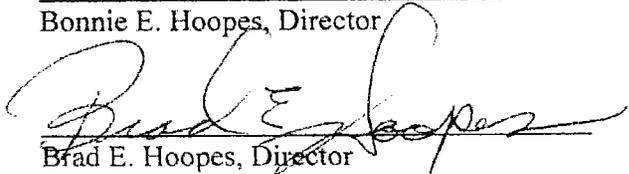
Dated effective the 31st day of January, 2006.

\_\_\_\_\_  
Tom Davis, Director

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Melvin R. Hoopes, Director

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Allen R. Hoopes, Director

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Brad E. Hoopes, Director

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Rod R. Jensen, Director