

**SEVEN COUNTY INFRASTRUCTURE COALITION  
RESOLUTION APPOINTING EXECUTIVE DIRECTOR  
January 11, 2019**

**Resolution No. 2019-01D**

**RESOLUTION APPROVING AGREEMENT AND NDA WITH UTE  
INDIAN TRIBE OF THE Uintah AND OURAY RESERVATION  
AND RELATED MATTERS.**

WHEREAS, the Coalition is pursuing both rail and utility projects that would be benefitted by crossing the Uintah and Ouray Reservation lands; and

WHEREAS, the Coalition desires to enter into an agreement with the Ute Indian Tribe of the Uintah and Ouray Reservation (the "Tribe")

NOW, THEREFORE, be it resolved by the Governing Board of the Seven County Infrastructure Coalition, Utah as follows:

1. The Governing Board hereby approves an agreement between the Coalition and the Tribe, a draft of which in substantially final form is attached hereto as Exhibit A, and the Board further authorizes the its Executive Director to execute and deliver the Agreement on behalf of the Coalition in the form and with substantially the same content as set forth in Exhibit A for and on behalf of the Coalition. The foregoing authorization includes the Non-Disclosure Agreement referenced in the Agreement. The Executive Director is further authorized to make any alterations, changes or additions to the Agreement to correct errors or omissions therein, to remove ambiguities therefrom, or to conform the same to other provisions of such instruments, to the provisions of this Resolution or the provisions of the laws of the State of Utah or the United States, or the Tribe. Execution of said documents shall conclusively establish approval of such changes.
2. Legal Counsel or other agent of the Coalition is hereby authorized to attest to all signatures and acts of any proper official of the Coalition, and to place the seal of the Coalition on the Agreement, and any other documents authorized, necessary or proper pursuant to this Resolution or any Resolution of the Coalition. The appropriate agents of the Coalition, and each of them, are hereby authorized to execute and deliver for and on behalf of the Coalition any or all additional certificates, documents and other papers to perform all other acts they may deem necessary or appropriate in order to implement and carry out the matters authorized in this resolution and any resolution of the Coalition. The foregoing authorizations includes a Non-Disclosure Agreement between the Coalition and the Tribe, a draft of which is attached hereto as Exhibit B, with appropriate amendments and modifications as deemed necessary or desirable by the Executive Director.

3. All parts of this Resolution are severable, and if any section, clause or provision of this Resolution shall, for any reason, be held to be invalid or unenforceable, the invalidity or unenforceability of any such section, clause or provision shall not affect the remaining sections, clauses or provisions of this Resolution.
4. All resolutions or parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed and this Resolution shall be in full force and effect immediately upon its approval and adoption

APPROVED AND ADOPTED this January 11, 2019

Motion by Lytle and Seconded by Miles.

SEVEN COUNTY INFRASTRUCTURE COALITION VOTING:

Carbon County	Yea <input checked="" type="checkbox"/>	No <input type="checkbox"/>
Daggett County	Yea <input checked="" type="checkbox"/>	No <input type="checkbox"/>
Duchesne County	Yea <input checked="" type="checkbox"/>	No <input type="checkbox"/>
Emery County	Yea <input checked="" type="checkbox"/>	No <input type="checkbox"/>
San Juan County	Yea <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Sevier County	Yea <input checked="" type="checkbox"/>	No <input type="checkbox"/>
Uintah County	Yea <input checked="" type="checkbox"/>	No <input type="checkbox"/>

[Signature]  
Co-Chair

absent  
Co-Chair

ATTEST:

[Signature]  
Eric Johnson, Legal Counsel

