SEVEN COUNTY INFRASTRUCTURE COALITION  
September 19, 2019

Resolution No. 2019-09A

RESOLUTION RATIFYING CONTRACT WITH JON STEARMER  
FOR LEGAL WORK RELATED TO RAIL ALIGNMENT ON  
EMMA PARK ROAD CORRIDOR, AND RELATED MATTERS.

WHEREAS, the Executive Director, after consultation with the Coalition Board  
members on the railroad subcommittee, determined it would be in the best interests of the  
Coalition to determine certain property rights and other issues impacting rights of way and  
it was determined that Mr. Jon Stearmer possessed the proper legal training and experience  
to provide the support and legal advice on these matters; and

WHEREAS, Mr. Stearmer, and the Coalition have entered into an engagement  
agreement; and

WHEREAS, the Executive Director desires to notify the full Coalition Board of  
this engagement and to seek ratification of this action.

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

1. The Governing Board, ratifies and approves the engagement of Mr. Jon  
Stearmer for legal work related to the Uinta Basin Railway.

2. 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.

3. 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conflict, hereby repealed and this Resolution shall be in full force and effect  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 September 19, 2019.
Motion by Ogden and Seconded by Miles.

SEVEN COUNTY INFRASTRUCTURE COALITION

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Co-Chair Brad Horrocks

Co-Chair, Lynn Sitterud

ATTEST:

Eric Johnson, Legal Counsel
Privileged and Confidential/Work Product/Do Not Disseminate.

September 4, 2019

Jonathan A. Stearmer
625 S. 400 West
Vernal, Utah 84078

Re: Seven County Infrastructure Coalition - Uinta Basin Railway

Dear Mr. Stearmer:

This letter reflects the understanding between Venable LLP ("Venable"), Johnathan A ("Stearmer" or "Co-Counsel"), and Seven County Infrastructure Coalition ("Client" or "SCIC") that Stearmer is being retained by SCIC to represent SCIC in connection with SCIC's planned Uinta Basin Railway (the "Project"). Venable will serve as lead counsel to develop SCIC's legal strategy for obtaining and defending approval of the federal permits and regulatory approvals needed to construct and operate the Uinta Basin Railway. Stearmer will provide advice to Client regarding state and local land use law and approvals needed to construct and operate the Uinta Basin Railway. The budget for Stearmer's professional services shall be less than $10,000. No additional work by Stearmer unless it is approved by Client.

Venable and Stearmer are not related or affiliated and are, instead, separate and distinct. Thus, all parties recognize and agree that Stearmer is responsible directly to SCIC for services provided by Stearmer or its partners, associates, attorneys, or employees. Venable shall have no liability or responsibility of any nature for the legal services provided by Stearmer or its partners, associates, attorneys, or employees or for any of their actions or omissions. In addition, Stearmer is responsible for carrying its own malpractice insurance.

The period of performance for this engagement is ongoing, and will continue until such time as Stearmer, Venable, or SCIC terminate it. It is understood and agreed that SCIC and not Venable is solely responsible for payment of Stearmer's fees and expenses. Stearmer will submit its invoices to Venable, which Venable will submit to SCIC. SCIC is responsible to provide funds to Venable to pay Stearmer's fees and expenses. Venable will promptly bill SCIC for such charges and will, to the extent of payment by SCIC, pay Stearmer promptly after receipt of payment from SCIC. Venable will make payment to Stearmer only as and when Venable receives payment from SCIC of funds specifically for payment to Stearmer.

Stearmer is being retained as an independent contractor, not as an employee of Venable or SCIC. Accordingly, Stearmer will have sole financial responsibility for any taxes that may be required for Stearmer to conduct business.
Privileged and Confidential/Work Product/Do Not Disseminate.

Jonathan A. Stearmer
September 4, 2019
Page 2

All information provided to Stearmer by SCIC, Venable, or anyone else acting on behalf of SCIC in connection with this engagement, or generated by Stearmer, is privileged and/or confidential. Except with the consent of SCIC, or Venable, such information is not to be discussed or disclosed by Stearmer for any purpose with any person other than those personnel at your firm directly involved in this engagement whose responsibilities require them to have access to such information. Further, Stearmer agrees not to disclose to anyone the terms of this engagement, except its legal counsel, accountants, and those employees whose responsibilities require them to have access to such information, unless written consent from Venable or in-house counsel for SCIC has been obtained in advance.

The same confidentiality standards apply to written reports or other communications between Stearmer and Venable, and to all documents and other materials Stearmer prepares in connection with this engagement. All written communications and other products must be marked "Privileged and Confidential – Attorney-Client Privileged" on every page, if practicable. Stearmer should immediately notify undersigned counsel of (i) any request by anyone to examine, inspect or copy any documents or records that are in Stearmer’s possession as a result of this engagement, or (ii) the service of any discovery request, court order, subpoena or summons on your firm that would require the production or disclosure of such documents or records.

When the Project completes all applicable regulatory approval processes, including any related court proceedings challenging the results of those regulatory approval processes, Stearmer will return to the undersigned counsel all documents or other materials that Stearmer has been furnished in connection with the proceedings, as well as all reports, notes, or other documents Stearmer prepared that reflect information, documents or other materials Stearmer received from SCIC or Venable; provided Stearmer may retain one copy of its work product for archival purposes, subject to its confidentiality obligations hereunder. Provided further, that SCIC and Venable recognize that it may be practically impossible to remove all confidential information from electronic storage, and therefore, Stearmer agrees to continue to safeguard all confidential information that is stored electronically in accordance with the other terms and conditions of this agreement.

If this letter conforms to your understanding and this is acceptable to you, please sign the enclosed copy and return it to me. I look forward to working with you and appreciate your cooperation and assistance.
Privileged and Confidential/Work Product/Do Not Disseminate.

Jonathan A. Stearmer
September 4, 2019
Page 3

Sincerely,

Kathryn Floyd
Kathryn K. Floyd

Approved and Accepted:

Jonathan A. Stearmer

Date: 9-5-19
Jonathan A. Stearmer

Mike McKee

Date: Sept 5, 2019
Seven County Infrastructure Coalition

Brad Horrocks

Date: 9-3-19
Uintah County Commissioner
SEVEN COUNTY INFRASTRUCTURE COALITION
September 19, 2019

Resolution No. 2019-09B

RESOLUTION APPROVING TRAVEL TO WASHINGTON, D.C.
FOR THE SAN RAFAEL ENERGY RESEARCH CENTER, AND
RELATED MATTERS.

WHEREAS, in June 2019, the Coalition Board approved travel from time to time
as may be approved by the Executive Director for the members of the subcommittee for
the San Rafael Energy Research Center and supporting advisors; and

WHEREAS, the Coalition has been invited to participate at a conference related to
advance nuclear, including molten salt, at the Nuclear Energy Institute in Washington D.C.
on September 23 and 24, 2019; and

WHEREAS, the Executive Director approves travel for up to 3 advisors and
subcommittee members; and

WHEREAS, the Executive Director desires to inform the full Board of this action
and expense and to obtain the Board’s approval for travel expenses.

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

1. The Governing Board, approves and authorizes travel for up to 3 individuals to
Washington, D.C. to attend the advance nuclear conference at the Nuclear
Energy Institute, and related matters.

2. 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.

3. 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 September 19, 2019.

Motion by Lyttle and Seconded by Miles.

SEVEN COUNTY INFRASTRUCTURE COALITION

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VOTING:

Co-Chair Brad Horrocks

Co-Chair, Lynn Sitterud

ATTEST:

Eric Johnson, Legal Counsel
SEVEN COUNTY INFRASTRUCTURE COALITION
September 19, 2019

Resolution No. 2019-09C

RESOLUTION APPROVING TRAVEL TO OAKRIDGE, TENNESSEE FOR THE SAN RAFAEL ENERGY RESEARCH CENTER, AND RELATED MATTERS.

WHEREAS, in June 2019, the Coalition Board approved travel from time to time as may be approved by the Executive Director for the members of the subcommittee for the San Rafael Energy Research Center and supporting advisors; and

WHEREAS, the Coalition has been invited to participate at a conference related to advance nuclear, including molten salt, at the Oakridge National Laboratory on October 2 and 3, 2019; and

WHEREAS, the Executive Director approves travel for up to 3 advisors and subcommittee members; and

WHEREAS, the Executive Director desires to inform the full Board of this action and expense and to obtain the Board’s approval for travel expenses.

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

1. The Governing Board, approves and authorizes travel for up to 3 individuals to Oakridge, Tennessee to attend the advance nuclear conference at the Oakridge National Laboratory, and related matters.

2. 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.

3. 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 September 19, 2019.

Motion by Miles and Seconded by Ogden.

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Co-Chair Brad Horrocks

absent

Co-Chair, Lynn Sitterud

ATTEST:
Eric Johnson, Legal Counsel
SEVEN COUNTY INFRASTRUCTURE COALITION
September 19, 2019

Resolution No. 2019-09D

RESOLUTION APPROVING WHITMORE PARK ALTERNATIVE ALIGNMENT AND DESIGNATING IT AS THE COALITION’S PREFERRED ALIGNMENT FOR THE UINTAH BASIN RAILWAY, AND RELATED MATTERS.

WHEREAS, the Coalition has made application to the U.S. Surface Transportation Board (the STB) for a certificate of construction and record of decision to build a railroad to connect the Uinta Basin to the national rail network; and

WHEREAS, the STB is required to perform an Environmental Impact Statement consistent with NEPA; and

WHEREAS, initially the Coalition submitted three potential routes to STB that are known as the Craig, Colorado Route, the Wells Draw Route, and the Indian Canyon Route; and

WHEREAS, after the STB held public hearings and received comments, the Coalition investigated alternative alignments to the Indian Canyon and Wells Draw Routes that may minimize impacts on private property owners; and

WHEREAS, a potential alternate alignment that may reduce impacts on private properties would be to place the rail line within the disturbed corridor of the Emma Park road and to modify the alignment in a manner that would cross fewer private properties; and

WHEREAS, the Coalition desires to propose to the STB an alternate alignment that would place a portion of the rail line within the Emma Park road corridor and otherwise would reduce the number of private parcels of property that would be crossed by the proposed rail line, which alternative is known as and referred to as the Whitmore Park alignment.

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

1. The Governing Board has been advised about the Whitmore Park alignment and has been shown a map demonstrating where it would run in contrast to the initial Indian Canyon and Wells Draw routes.

2. The Governing Board approves the Whitmore Park alignment as an alternative alignment to provide to the STB and it further approves the Whitmore Park alignment as its preferred alignment.

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 September 19, 2019.

Motion by Lytle and Seconded by Miles.

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Co-Chair Brad Horrocks

Co-Chair, Lynn Sitterud

ATTEST:

Eric Johnson, Legal Counsel
SEVEN COUNTY INFRASTRUCTURE COALITION
September 19, 2019

Resolution No. 2019-09E

RESOLUTION APPROVING CONTRACT WITH THE GOVERNOR’S OFFICE OF ENERGY RELATED TO THE SAN RAFAEL ENERGY RESEARCH CENTERY, AND RELATED MATTERS.

WHEREAS, in its 2019 session, the Utah Legislature approved a $1,000,000 grant to the Coalition to be administered by the Governor’s Office of Energy for what is known as the San Rafael Energy Research Center; and

WHEREAS, the Coalition and the Office of Energy have negotiated a contract under which the $1,000,000 for the San Rafael Energy Research Center will be administered and made available to the Coalition for molten salt research, including medical isotopes; and

WHEREAS, the Executive Director desires approval from the Coalition Board for the contract with the Office of Energy for the San Rafael Energy Research Center.

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

1. The Governing Board approves and authorizes the contract between the Coalition and the Office of Energy for the San Rafael Energy Research Center to make the $1,000,000 grant available to the Coalition. The Board authorizes the Executive Director to execute such contract in substantially the form presented to the Board and directs that it be sealed and attested as is appropriate.

2. The Board authorizes the Executive Director to approve modifications to the contract with the Office of Energy as the Executive Director may deem necessary or desirable to best advance the purposes of the San Rafael Energy Research Center.

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 September 19, 2019.

Motion by Grayeyes and Seconded by Miles.

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Co-Chair Brad Horrocks

Co-Chair, Lynn Sitterud

ATTEST:

Eric Johnson, Legal Counsel

[Seal]
SEVEN COUNTY INFRASTRUCTURE COALITION
September 19, 2019

Resolution No. 2019-09F

RESOLUTION APPROVING AMENDMENT NO. 1 TO THE MEMORANDUM OF UNDERSTANDING WITH DREXEL HAMILTON RELATED TO THE PURCHASE OF REAL ESTATE, AND RELATED MATTERS.

WHEREAS, In April 2019, the Coalition published a Request for Information and subsequently a Request for Qualification for a person or firm to serve as the commercial developer on the Uinta rail project; and

WHEREAS, the Coalition received a written response from Drexel Hamilton and proposing a joint response with Rio Grande Pacific; and

WHEREAS, a subcommittee met on May 7, 2019 and interviewed all respondents; and

WHEREAS, based on the recommendation of the subcommittee the Coalition Board selected Drexel Hamilton as its commercial developer to finance, construct and operate the rail, etc.

WHEREAS, in May 2019, the Coalition and Drexel Hamilton entered into a Memorandum of Understand (the “MOU”) related to the commercial development of the rail; and

WHEREAS, the Coalition, Drexel Hamilton and Rio Grande Pacific desire to more clearly set forth terms related to the purchase of Right of Way for the rail pursuant to Amendment No. 1 to the MOU

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

1. The Governing Board approves and authorizes Amendment No. 1 to the MOU as presented and authorizes the Executive Director to sign Amendment No. 1 and to have said contract sealed and attested as is appropriate.

2. 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.

3. 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 September 19, 2019.

Motion by Hopes and Seconded by Lytle.

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Co-Chair, Brad Horrocks

Co-Chair, Lynn Sitterud

ATTEST:

Eric Johnson, Legal Counsel